

SHALIMAR AGENCIES LTD

(CIN: L72100TG1981PLC114084)

EoGM-02/2024-25

Date: 21.01.2025

To, BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400 001	To, Metropolitan Stock Exchange of India Limited, 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai-400070.	To, The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
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Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting

We wish to inform you that the 02/2024-25 Extra Ordinary General Meeting of the Members of M/s SHALIMAR AGENCIES LTD (the Company) will be held through Video Conference / Other Audio Visual Means (VC/OAVM) on Thursday, the 13 of February 2025 at 04.30 P.M.(IST) – deemed to be at the registered office of the Company

Request you to kindly take the same on record and oblige.

Thanking you.

For Shalimar Agencies Ltd

Mohan Babu Karjela
Director / Chairman
DIN :08570948



SHALIMAR AGENCIES LTD

(CIN: L72100TG1981PLC114084)

EoGM-02/2024-25

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 02/2024-25 EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF M/S SHALIMAR AGENCIES LTD (THE COMPANY) WILL BE HELD THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS (VC/OAVM) ON THURSDAY, THE 13 OF FEBRUARY 2025 AT 04.30 P.M.(IST) TO TRANSACT THE FOLLOWING BUSINESS(S):

SPECIALBUSINESS(S):

ITEM NO. 1

CHANGE OF NAME OF THE COMPANY FROM 'SHALIMAR AGENCIES LTD TO 'SPICE LOUNGE FOOD WORKS LIMITED' AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

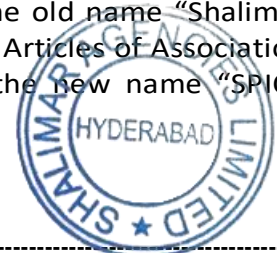
To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4,5,13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of the Central Government and/or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from “Shalimar Agencies Ltd” to “SPICE LOUNGE FOOD WORKS LIMITED”.

RESOLVED FURTHER THAT 1st Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 1st clause:

“1. The Name of the Company is SPICE LOUNGE FOOD WORKS LIMITED”.

“RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Hyderabad, consequent upon change of name, the old name “Shalimar Agencies Ltd” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name “SPICE LOUNGE FOOD WORKS LIMITED”.



Regd off: Plot no.19, SanaliSpazio, Software unit Layout, Cyber Tower Area, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081 Mob: 8712226971

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“RESOLVED FURTHER THAT any director of the company as delegated by the Board, be and are hereby severally authorized on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

ITEM NO. 2

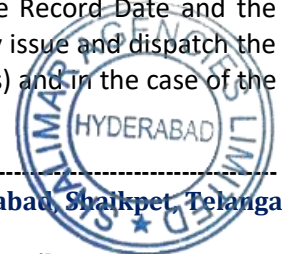
SUB-DIVISION (SPLIT) OF EQUITY SHARE OF THE COMPANY HAVING A FACE VALUE OF RS.10/- EACH (FULLY PAID-UP) INTO ONE (1) EQUITY SHARE OF FACE VALUE OF RE. 1/- EACH (FULLY PAID-UP);

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 12 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs.10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided into Ten (10) Equity Shares having a face value of 1/- each fully paid, of the Company, with effect from the Record Date as may be Fixed for the purpose.

RESOLVED FURTHER THAT Pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs 10/- each of the Company existing on the Record Date shall stand Sub-divided into Equity Shares of nominal value of Re 1/- each fully paid up. Upon Sub-division of the Equity Shares as aforesaid, Ten(10) Equity Shares of the face value of Re 1/- each to be allotted in lieu of existing One (1) Equity Share of Rs10 /- each, subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of Rs 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of `Rs 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the



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Equity Shares held in the dematerialized form, the number of Subdivided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

ITEM NO. 3

ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause:

“V: The Authorized Share Capital of the Company shall be Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 70,00,00,000 (Seventy Crores) equity shares of Re. 1 /- (Rupee One Only) each, with the rights, privileges and conditions attached thereto as may be provided by the Articles of Association of the Company. The Company shall have the power to increase or reduce its capital for the time being and to consolidate, divide or sub divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and issue shares of higher or lower denominations.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors in this regard.

ITEM NO. 4

CHANGE OF MAIN OBJECT CLAUSE(S) OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:



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“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company i.e Clauses 1 to 5 be and are hereby deleted and are replaced with New Main Objects 1-5 to read as under:

1. To establish, carry on, manage, operate and franchise the business through India or elsewhere of manufacturing, selling, marketing and distributing of pizzas and allied fast food products and to carry on business as bakers and manufacturers of bread, flour, biscuits, cakes and farinaceous compounds and materials of every description, and sweets, confectionary, and other foods, commodities or articles which may be conveniently sold therewith. and to carry on the business of manufacturing ice-cream and other dairy products. to carry on business as butchers and to manufacture, buy, sell, improve, treat, preserve, fine, aerate, mineralise, bottle and otherwise deal in mineral and aerated waters and other liquids of every description including but not limited to Sell alcoholic beverages such as beer, cocktails, and blended drinks in restaurants.
2. To carry on the business of and to act as traders, suppliers, importers, exporters, dealers, agents, distributors, manufacturers of corrugated boxes and other packing material, all types of cheese, meat and chicken products, sausages, all kinds of pizza ingredients, seasonings and flavours, spices, flour, gluten, processed or semi-processed vegetables, olives, pepperoni etc., Fast Food and Bakery Products: Manufacture, sell, market, and distribute pizzas, burgers, fried chicken, bread, biscuits, cakes, farinaceous compounds, sweets, and confectionary and to manufacture and sell a variety of food ingredients such as cheese, meat, sausages, pizza toppings, spices, and processed vegetables as wholesale and Retail and Retail sales of sauces and branded merchandise like caps, t-shirts, keychains, and other trinkets etc.
3. To carry on the business of IT and ITES, Designing, Computers software and to Market in India or Abroad and to provide data Processing, Services of all kinds including Computer Consultancy, Systems Analysis, Programming and Computer Maintenance in India or Abroad. And to Undertake and execute any contract involving Computerized information Systems, Feasibility Studies, Turnkey Projects, know how, Research and Development, Training, Systems Development, Software and Hardware Development, Market, Research, Surveying and survey Data Analysis, Reorganization of Management, Financial Management, Operations Research and Real Time Applications, Time Sharing Business Applications, Industrial Engineering Applications, Process and Process Control.
4. To Carry on the business of Servicing, Buying, Selling, Exchanging, Altering, importing and Exporting, Letting on Hire, Distributing, or Dealing in all kinds of and descriptions of Computer Communication Hardware and all other Types and Ranges of Computer components, Consumables, Stationery



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peripherals, Spare parts, Stores and Accessories, Fittings and Appliances, Apparatus of all kinds and all things capable of being used therewith or in the Manufacturing and Maintenance for working thereof Respectively.

5. To carry on in India or elsewhere the business of Development of Software products, solutions and customization, technical support and training, networking services, information technology and information Technology enabled services such as back office operations, call centre, content development or animation, professional services, customer services, certification, marketing of software, hardware, on/off site consulting services providing of internet and intranet services, Electronic commerce, electronic mail services, product and commercial training, image processing and products, data communications, market feasibility studies, data warehousing, indexing and abstraction, Multimedia, applications, data conversion and migration, enterprise wide solutions, euro conversions, solid modeling, electronic design automation, voice and video communications networks, and to buy, sell, deal, import, export, design and develop systems software.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors in this regard.

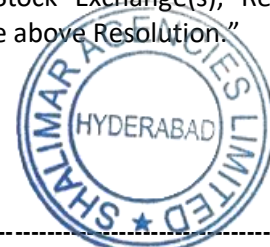
ITEM NO. 5

REGULARISATION OF Mr. MOHAN BABU KARJELA (DIN: 08570948) AS DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (LODR) Reg 2015 as applicable and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Mohan Babu Karjela (DIN: 08570948), who was Appointed as Additional Director of the Company w.e.f 14.11.2024 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”



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ITEM NO. 6

REGULARISATION OF MR VELURU RAMESH NAIDU (DIN: 05287438) AS DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (LODR) Reg 2015 as applicable and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors MR VELURU RAMESH NAIDU (DIN: 05287438), who was Appointed as Additional Director of the Company w.e.f 15.01.2025 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

ITEM NO. 7

REGULARISATION OF Mr. VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220) AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

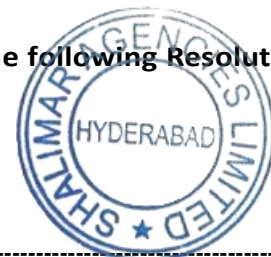
“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (LODR) Reg 2015 as applicable and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220), who was Appointed as Additional Director of the Company w.e.f 15.01.2025 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

ITEM NO. 8

REGULARISATION OF MS KONDINI NIKITHA CHOWDHARY(DIN: 10897116) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:



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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (LODR) Reg 2015 as applicable and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors MS KONDINI NIKITHA CHOWDHARY_(DIN: 10897116), who was Appointed as Additional Director -Independent of the Company w.e.f 15.01.2025 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

ITEM NO. 9

REGULARISATION OF MR VINAY KUMAR KESARAM (DIN 08299745) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, SEBI (LODR) Reg 2015 as applicable and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors MR VINAY KUMAR KESARAM (DIN: 08299745) who was Appointed as Additional Director - Independent of the Company w.e.f 15.01.2025 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

ITEM NO. 10

APPOINTMENT OF MR. VELURU RAMESH NAIDU (DIN: 05287438), AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, SEBI (LODR) Reg 2015 as



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applicable and subject to approval of the Central Government or other Government authority, if any, and subject to such other approvals, and pursuant to the approval of Board of Directors of the Company, approval of the members be and is hereby accorded to Appoint MR. VELURU RAMESH NAIDU (DIN: 05287438), as Whole-Time Director of the Company for the period of 5 (Five) years with effect from 15.01-2025 on the terms and conditions as recommended by the Nomination and Remuneration Committee and which were laid before the Board.

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.

ITEM NO. 11

APPOINTMENT OF Mr. VENUGOPAL NAIDU KONGARLA VENKATES (DIN: 08561220), AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, SEBI (LODR) Reg 2015 as applicable and subject to approval of the Central Government or other Government authority, if any, and subject to such other approvals, and pursuant to the approval of Board of Directors of the Company, approval of the members be and is hereby accorded to Appoint MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220), as Whole-Time Director of the Company for the period of 5 (Five) years with effect from 15.01-2025 on the terms and conditions as recommended by the Nomination and Remuneration Committee and which were laid before the Board.

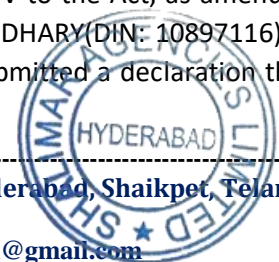
“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.

ITEM NO. 12

APPOINTMENT OF MS KONDINI NIKITHA CHOWDHARY (DIN: 10897116), AS INDEPENDENT DIRECTOR (WOMEN DIRECTOR) OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, SEBI LODR Reg 2015, as applicable, MS KONDINI NIKITHA CHOWDHARY (DIN: 10897116), a Non-Executive Independent Director (Women Director) of the Company, who has submitted a declaration that



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she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI LODR Reg 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 15.01.2025 for a period of Five Years.”

“**FURTHER RESOLVED THAT** any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

ITEM NO. 13

APPOINTMENT OF MR VINAY KUMAR KESARAM (DIN 08299745), AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time SEBI LODR Reg 2015, as applicable, MR VINAY KUMAR KESARAM (DIN 08299745), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI LODR Reg 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 15.01.2025 for a period of Five Years.”

“**FURTHER RESOLVED THAT** any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

For Shalimar Agencies Ltd

Mohan Babu Karjela
Director / Chairman
DIN :08570948



Dated: 15.01.2025
Place: Hyderabad

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Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

Item No: 1

CHANGE OF NAME OF THE COMPANY FROM 'SHALIMAR AGENCIES LTD TO 'SPICE LOUNGE FOOD WORKS LIMITED' AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company at its meeting held on held on 15th day of January, 2025, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from Shalimar Agencies Ltd to SPICE LOUNGE FOOD WORKS LIMITED, "SPICE LOUNGE" being the Brand name of business to be carried out by the Company

The Board of Directors had discussed the same and is of the opinion that the name of the company be changed from Shalimar Agencies Ltd to SPICE LOUNGE FOOD WORKS LIMITED along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 1 for your approval.

The Board commends the Resolution at Item No. 1 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

ITEM NO. 2 & 3

SUB-DIVISION (SPLIT) OF EQUITY SHARE OF THE COMPANY HAVING A FACE VALUE OF RS.10/- EACH (FULLY PAID-UP) INTO ONE (1) EQUITY SHARE OF FACE VALUE OF RE. 1/- EACH (FULLY PAID-UP); AND

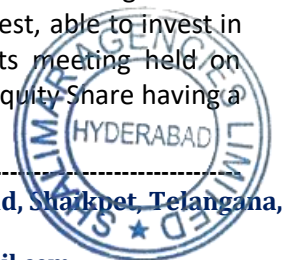
ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

The Equity Shares of your Company are listed on the Bombay Stock Exchange Limited (BSE Ltd.) , Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange .

In order to improve the liquidity of the Company's shares at the stock exchange with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the Company's equity shares, the Board of Directors of the Company (the Board) at its meeting held on 15.01.2025 has recommended it is desirable to sub-divide (split) the nominal value of each Equity Share having a

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present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members and all concerned Statutory Authority(ies).

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.10/- (Rupees Ten Only) per share and consequent upon the sub-division it is being divided into 10(Ten) equity shares of Re. 1/- (Rupee One Only) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchanges.

The sub-division of equity shares proposed under business item No. 2 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under item no 3 of this Notice.

Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Special Resolution is sought for sub-division and for carrying out required amendments in the Memorandum of Association of the Company.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for sub-division of shares. Therefore, the said resolution is being put up before you for your approval.

The Board commends the Resolution at Item No. 2 and 3 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 2 and 3 of the Notice.

ITEM NO. 4

CHANGE OF MAIN OBJECT CLAUSE(S) OF THE MEMORANDUM OF ASSOCIATION

The principal business of the company is to carry on the business of IT Services and Solutions

The Company proposes to undertake the business as stated in the resolution at Item No. 4.

To enable the company to commence the aforesaid business, it is proposed to change the Main Objects under the Objects Clause of the Memorandum of Association of the company, as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Hyderabad and any other statutory or Regulatory authority, as may be necessary.

A copy of the proposed MOA of the Company would be available for inspection for the Members electronically, upon Log-in to Company's website at www.shalimaragenciesltd.com, till the date of EoGM.

The Board commends the Resolution at Item No.4 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.



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ITEM NO. 5

REGULARISATION OF MR MOHAN BABU KARJELA (DIN: 08570948) AS DIRECTOR OF THE COMPANY:

MR MOHAN BABU KARJELA (DIN: 08570948) was inducted as Additional Director of the company on 14.11.2024 pursuant to the provisions of section 161 of the Companies Act, 2013 to hold office till the next EGM or three months whichever was earlier – his profile is as follows:

Name	Mohan Babu Karjela (DIN: 08570948)
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors have, based on the recommendation of the Nominations and Remuneration Committee, appointed as an Additional Director of the Company for a term of 5 years with effect from 14 TH Day of November 2024, subject to approval of Shareholders by in the General Meeting and now regularized.
Date of original appointment/ cessation (as applicable)	14 th Day of November, 2024
Term of Appointment	For a term of 5 years – subject to approval of members and applicable regulatory authorities
Brief Profile	<p>Mr. Mohan Babu Karjela is a visionary entrepreneur with a strong background in Electronics and Communication, having earned his Bachelor's degree from the University of Bangalore. He has successfully combined his expertise in technology with his passion for the Food and Beverage (F&B) sector, carving out a niche for himself in the industry.</p> <p>Mr. Karjela made a significant mark when he secured the master development contract with Buffalo Wild Wings, a globally recognized sports bar chain. This partnership led to the launch of 8 outlets across the cities of Hyderabad and Bangalore, showcasing his ability to execute large-scale operations and create successful business ventures.</p> <p>In addition to his work with Buffalo Wild Wings, Mr. Karjela has expanded his entrepreneurial efforts into creating a diversified F&B enterprise, catering to a wide range of consumer segments. His strategic investments span multiple facets of the food and beverage industry, reflecting his vision to serve all aspects of the market.</p> <p>A key strength of Mr. Karjela's approach lies in his exceptional skills in planning, development, and team building. He has played an instrumental role in assembling a strong management team to oversee the daily operations of his ventures, ensuring seamless execution and consistent growth.</p> <p>Mr. Karjela's unique blend of technical acumen and entrepreneurial spirit positions him as a leader in the F&B industry, and his ongoing contributions continue to shape the sector.</p>
Disclosure of relationship	Relative of Mr. RAMESH NAIDU VELURU, Director of the



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between Directors	Company and Mr. Venugopal Naidu Kongarla Venkatesh, Director
Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

The company has received Notice from the Shareholder proposing the appointment of **MR MOHAN BABU KARJELA (DIN: 08570948)**

The Board feels his services would be beneficial to the company

The Board commends the Resolution at Item No.4 for approval by the Members.

Except **MR MOHAN BABU KARJELA (DIN: 08570948)**, Mr. RAMESH NAIDU VELURU and Venugopal Naidu Kongarla Venkatesh, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

ITEM NO. 6 & 10

REGULARISATION OF MR VELURU RAMESH NAIDU (DIN: 05287438) AS DIRECTOR OF THE COMPANY AND APPOINTMENT OF MR. VELURU RAMESH NAIDU (DIN: 05287438), AS WHOLE-TIME DIRECTOR OF THE COMPANY

MR VELURU RAMESH NAIDU (DIN: 05287438) was inducted as Additional Director of the company on 15.01.2025 pursuant to the provisions of section 161 and other applicable provisions of the Companies Act, 2013 and Applicable SEBI LODR Reg 2015 to hold office till the next EGM or three months whichever was earlier – his profile is as follows:

Name of the Director	RAMESH NAIDU VELURU
Educational Qualification	B-Tech (Electronics & Communication)
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors have, based on the recommendation of the Nominations and Remuneration Committee, appointed as an Additional Director– Whole Time of the Company for a first term of 5 years with effect from 15th January 2025, subject to approval of Shareholders by in the General Meeting and now regularized.
Date of appointment/ cessation (as applicable)	15.01.2025
Term of Appointment	5 Years
Brief Profile	RAMESH NAIDU VELURU With over 30 years of experience spanning the Food &



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	<p>Beverage, Information Technology, and Healthcare industries in both the US and India, brings a unique blend of expertise in business development, operations, and digital marketing. Owning of several pubs and restaurants in India and the USA, a proven track record of driving sales growth and optimizing costs.</p> <p>Areas of specialization include increasing sales revenue through strategic digital marketing, efficient food and spirits management, and cost optimization. Excellent in developing skilled teams, streamlining operations, and overseeing budgeting processes to ensure maximum profitability. With a strong focus on management development and operational excellence, Successfully managed F&B services to enhance customer satisfaction while minimizing costs and maximizing profits.</p>
Disclosure of relationship between Directors	Relative of Mr. Mohan Babu Karjela, Chairman / Director of the Company and First Cousin of Mr. Venugopal Naidu Kongarla Venkatesh – Additional Director – Whole Time
Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	The Above Director is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority

The company has received Notice from the Shareholder proposing the appointment of **MR VELURU RAMESH NAIDU (DIN: 05287438)**

The Board feels his services would be beneficial to the company

The Board commends the Resolution at Item No.6 and 10 for approval by the Members.

Except **MR VELURU RAMESH NAIDU (DIN: 05287438)**, Mr. Mohan Babu Karjela and Mr. Venugopal Naidu Kongarla Venkatesh, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

ITEM NO. 7 AND 11

REGULARISATION OF MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220) AS DIRECTOR OF THE COMPANY

AND

APPOINTMENT OF MR VENUGOPAL NAIDU KONGARLA VENKATES (DIN: 08561220), AS WHOLE-TIME DIRECTOR OF THE COMPANY



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MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220) was inducted as Additional Director of the company on 15.01.2025 pursuant to the provisions of section 161 and other applicable provisions of the Companies Act, 2013 and Applicable SEBI LODR Reg 2015 to hold office till the next EGM or three months whichever was earlier – his profile is as follows:

Name of the Director	VENUGOPAL NAIDU KONGARLA VENKATESH
Educational Qualification	Diploma (Automobile Engineering)
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors have, based on the recommendation of the Nominations and Remuneration Committee, appointed as an Additional Director– Whole Time of the Company for a first term of 5 years with effect from 15th January 2025, subject to approval of Shareholders by in the General Meeting and now regularized.
Date of appointment/ cessation (as applicable)	15.01.2025
Term of Appointment	5 YEARS
Brief Profile	VENUGOPAL NAIDU KONGARLA VENKATESH With over 15 years of experience in the hospitality industry, successfully built and operated multiple restobars, pubs, and QSR units in both India and the USA. Expertise includes managing multi-unit operations and regional oversight of food, beverage, and retail businesses of varying complexity. Having a strong financial acumen, specializing in P&L management, inventory control, and cost analytics within the F&B sector. Driven by a passion for creating exceptional guest experiences, delivering top-notch service and operational efficiency while maintaining a sharp focus on profitability. leveraging deep understanding of the hospitality landscape to ensure businesses operate smoothly, sustainably, and with a keen eye on continuous improvement.
Disclosure of relationship between Directors	Relative of Mr. Mohan Babu Karjela, Chairman / Director of the Company and First Cousin of Mr. Ramesh Naidu Veluru – Additional Director – Whole Time
Affirmation that the Director being appointed is not debarred from holding the office of director by virtue	The Above Director is not debarred from holding the office of Director by virtue of any SEBI Order or any



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of any SEBI order or any other such authority

other such authority

The company has received Notice from the Shareholder proposing the appointment of **MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220)**

The Board feels his services would be beneficial to the company

The Board commends the Resolution at Item No.7 and 11 for approval by the Members.

Except **MR VENUGOPAL NAIDU KONGARLA VENKATESH (DIN: 08561220)**, Mr. Mohan Babu Karjela and Mr. **VELURU RAMESH NAIDU**, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

ITEM NO. 8 AND 12

REGULARISATION OF MS KONDINI NIKITHA CHOWDHARY (DIN: 10897116) AS INDEPENDENT DIRECTOR OF THE COMPANY AND

APPOINTMENT OF MS KONDINI NIKITHA CHOWDHARY (DIN: 10897116), AS INDEPENDENT DIRECTOR (WOMEN DIRECTOR) OF THE COMPANY

MS KONDINI NIKITHA CHOWDHARY(DIN: 10897116) was inducted as Additional Director - Independent of the company on 15.01.2025 pursuant to the provisions of section 149, 161 and other applicable provisions of the Companies Act, 2013 and Applicable SEBI LODR Reg 2015 to hold office till the next EGM or three months whichever was earlier – her profile is as follows:

Name of the Director	KONDINI NIKITHA CHOWDARY
Educational Qualification	B-Tech (Software Engineering)
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors have, based on the recommendation of the Nominations and Remuneration Committee, appointed as an Additional Non Executive Independent Director of the Company for a first term of 5 years with effect from 15th January 2025, subject to approval of Shareholders in the General Meeting and now being regularized.
Date of appointment/ cessation (as applicable)	15.01.2025
Term of Appointment	5 years
Brief Profile	KONDINI NIKITHA CHOWDARY



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	5+ years of experience as a Front-End Developer specializing in UI/UX design with ReactJS, Angular, and NextJS, along with backend and cloud expertise. Proven track record in building high-performance, responsive web applications across healthcare and telecommunications. A strategic thinker, I excel in leading projects, driving innovation, and delivering scalable, user-focused solutions aligned with business goals.
Disclosure of relationship between Directors	NA
Information as required pursuant to BSE Circular ref. no. LIST/COMP/14/ 2018-19	The Above Director is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority

The company has received Notice from the Shareholder proposing the appointment of **KONDINI NIKITHA CHOWDHARY (DIN: 10897116)**

The Board feels her services would be beneficial to the company

The Board commends the Resolution at Item No.8 and 12 for approval by the Members.

none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

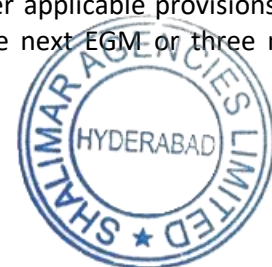
ITEM NO. 9 AND 13

REGULARISATION OF MR VINAY KUMAR KESARAM (DIN 08299745) AS INDEPENDENT DIRECTOR OF THE COMPANY

AND

APPOINTMENT OF MR VINAY KUMAR KESARAM (DIN 08299745), AS INDEPENDENT DIRECTOR OF THE COMPANY

MR VINAY KUMAR KESARAM (DIN 08299745) was inducted as Additional Director - Independent of the company on 15.01.2025 pursuant to the provisions of section 149, 161 and other applicable provisions of the Companies Act, 2013 and Applicable SEBI LODR Reg 2015 to hold office till the next EGM or three months whichever was earlier – his profile is as follows:



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Name of the Director	KESARAM VINAY KUMAR
Educational Qualification	MBA
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors have, based on the recommendation of the Nominations and Remuneration Committee, appointed as an Additional Non Executive Independent Director of the Company for a first term of 5 years with effect from 15th January 2025, subject to approval of Shareholders in the General Meeting and now being regularized
Date of appointment/ cessation (as applicable)	15.01.2024
Term of Appointment	5 Years
Brief Profile	<p>KESARAM VINAY KUMAR</p> <p>Mr. Vinay Kumar Reddy, an accomplished MBA graduate, is the visionary founder behind Right fest Hospitality, (RFHL) a leading hospitality group known for its vibrant and diverse outlets: Xora, Saluda, and Maya</p> <p>Under his leadership, Rightfest (RFHL) has become a go-to destination for exceptional nightlife & dining experiences, blending innovative concepts with top-tier service.</p> <p>Vinay Kumar Reddy's expertise in creating unique, immersive environments has established Rightfest Hospitality (RFHL) as a prominent name in Hyderabad's entertainment and culinary scene.</p> <p>In addition to his success in the hospitality industry, Vinay Kumar Reddy is a prominent figure in the chemical trading sector & with extensive operations across India, he oversees the export activities, and the import of the chemicals business ensuring high standards of quality and efficiency.</p> <p>His leadership in both industries highlights his entrepreneurial spirit and commitment to driving growth and innovation across multiple sectors</p>
Disclosure of relationship between Directors	NA
Information as required pursuant to BSE Circular ref. no. LIST/COMP/14/ 2018-19	The Above Director is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority



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The company has received Notice from the Shareholder proposing the appointment of **MR VINAY KUMAR KESARAM (DIN 08299745)**

The Board feels her services would be beneficial to the company

The Board commends the Resolution at Item No.9 and 13 for approval by the Members.

none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

For Shalimar Agencies Ltd

Mohan Babu Karjela
Director / Chairman
DIN :08570948



Dated: 15.01.2025

Place: Hyderabad

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting OR GENERAL (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EoGM of the Company is being held through VC / OAVM. The deemed venue for the EoGM shall be the registered office of the Company.

2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in ‘E-Communication Registration Form’, available on the website of the Share Transfer Agent of the Company www.aarthiconsultants.com, to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

3. The 02nd Notice of EoGM of the Company is available on website of the Company www.shalimaragencieslimited.com.

4. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 EoGM will be provided by CDSL. The e-voting period will commence at 9.00 A.M. on 10.02.2025 and will end at 5.00 P.M. on 12.02.2025. The Company has appointed Mrs. Sarada Putcha, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the EoGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of EoGM.



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Members seeking to inspect such documents can send an e-mail to shalimaragenciesltd@gmail.com mentioning his / her / its folio number / DP ID and Client ID.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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.
2. 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 atleast 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.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.shalimaragencieslimited.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, MSEI Limited www.msei.in and CSE Limited <https://www.cse-india.com/>. The EoGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EoGM) i.e. www.evotingindia.com.



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6. The EoGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) **The voting period begins on 10.02.2025 at 09.00 AM and ends at 05.00 PM on 12.02.2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06.02.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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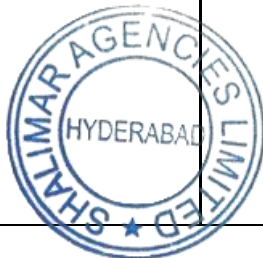
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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:



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	<p>https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participa	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.



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- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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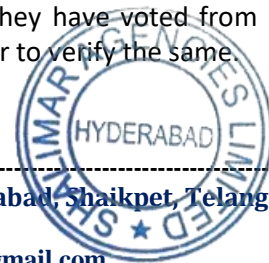
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- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shalimaragenciesltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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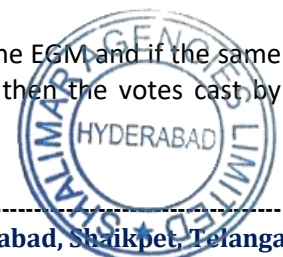
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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EoGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by



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such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EoGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For Shalimar Agencies Ltd

Mohan Babu Karjela
Director / Chairman
DIN: 08570948



Dated: 15.01.2025
Place: Hyderabad