

SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

Date: 10th May, 2024

To, BSE Limited Phiroze Jeejeebhoy 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
--	---	---

Scrip code: 539895, Scrip Symbol: SAGL

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members

This is to inform you that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Monday, 03rd June, 2024 at 4:00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India time to time.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice.

The e-voting shall commence on 9.00 a.m. (IST) on Friday, May 31, 2024 and will end on 5.00 p.m. (IST) on Sunday, June 02, 2024.

The attached Notice of the EGM of the Company containing inter alia, details for e-voting and attending EGM through VC/OA VM will be sent only by mail to all those shareholders whose email addresses are registered with the Company/ Depository Participants and will also be available on the Company's website at www.shalimaragencieslimited.com.

This is for your information and records please.

Thanking you

Yours Faithfully,

Thanking you.
For **Shalimar Agencies Limited**



NOMULA SRINIVAS
(DIN: 07496152)
Whole-time director

E/a:

Regd off: : Plot.No 19, Sanali Spazio, Software Unit Layout, Cyber Tower Area, Madhapur, Hyderabad, Rangareddy, Telangana, 500081.

website: www.shalimaragencieslimited.com; **Tel:** +91-9030057374; **Email Id:** shalimaragenciesltd@gmail.com

SHALIMAR AGENCIES LIMITED

CIN: - L51226TG1981PLC114084

Regd. Office: Plot. No 19, SanaliSpazio, Software Unit Layout, Cyber Tower Area, Madhapur, Rangareddy, Hyderabad, Telangana, 500081

Phone: +91-9030057374; **Email:** shalimaragenciesltd@gmail.com;

Website: www.shalimaragencieslimited.com;

NOTICE

NOTICE is hereby given that the 01st Extra Ordinary General Meeting (EGM) (of 2024-2025) of the members of Shalimar Agencies Limited (CIN: L51226TG1981PLC114084) will be held on Monday, 03rd June, 2024 at 04.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the BSE Limited (“BSE”), the Calcutta Stock Exchange Limited (“CSE”) and the Metropolitan Stock Exchange of India Limited (“MSEI”) stock exchanges where the equity shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis not more than 6,67,11,260 (Six Crores Sixty Seven Lakhs Eleven Thousand Two Hundred and Sixty only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up of the Company by way of share swap to M Kitchens Private Limited, Mohan Babu Karjela, Venugopal Naidu Kongarla Venkatesh, BlueSky Capital Fund SPC and Siraj Holding LLC (“Proposed Allottees”) in lieu of consideration other than cash wherein

I. Shalimar Agencies Limited (“SAGL”) is purchasing 2,01,000 shares of Teksoft Systems INC (“Teksoft”) and in consideration is issuing 3,00,01,260 equity shares of the Company to the proposed allottees BlueSky Capital Fund SPC (1,20,00,504 equity shares), Siraj Holding LLC (1,20,00,504 equity shares), Venugopal Naidu Kongarla Venkatesh (60,00,252 equity shares) who are the shareholders of

Teksoft Systems INC. The preferential issue made to Siraj Holding LLC and BlueSky Capital Fund SPC will be in the capacity of public shareholders of SAGL.

- II. SAGL is purchasing 50,00,000 Equity Shares of Chicken Wild Wings Private Limited (“CWWPL”) and in consideration is issuing 2,67,50,000 equity shares of the Company to the proposed allottees Mohan Babu Karjela (2,67,22,715 equity shares) and Venugopal Naidu Kongarla Venkatesh (27,285 equity shares) who are the shareholders of Chicken Wild Wings Private Limited.
- III. SAGL is purchasing 1,20,00,000 equity shares of Mirchi Wild Wings Private Limited (“MWWPL”) and in consideration is issuing 99,60,000 equity shares of the Company to the proposed allottee M Kitchens Private Limited who is the shareholder of Mirchi Wild Wings Private Limited,

in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such terms and conditions as may be approved by the Board.

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the equity shares is 3rd May 2024 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) i. The allotment of Equity Shares by the Company to BlueSky Capital Fund SPC (1,20,00,504 equity shares), Siraj Holding LLC (1,20,00,504 equity shares), Venugopal Naidu Kongarla Venkatesh (60,00,252 shares) is in consideration for the purchase of 2,01,000 Common Stock of Teksoft Systems INC held by them in the ratio of 14926:100 (i.e., 14926 Equity shares of SAGL for every 100 equity shares of Teksoft Systems INC), so 3,00,01,260 equity shares of SAGL will be issued at Rs.15/- per equity share for purchase of 2,01,000 Common Stock of Teksoft Systems INC valued at Rs.2238.83/- per common stock;
 - ii. The allotment of Equity Shares by the Company to Mr. Mohan Babu Karjela (2,67,22,715 equity shares) and Mr. Venugopal Naidu Kongarla Venkatesh (27,285 equity shares) is in consideration for the purchase of 50,00,000 equity shares of Chicken Wild Wings Private Limited held by them in the ratio of 535:100 (i.e., 535 Equity shares of SAGL for every 100 equity shares of Chicken Wild Wings Private Limited), so 2,67,50,000 equity shares of SAGL will be issued at Rs. 15/- per equity share for purchase of 50,00,000 equity shares of Chicken Wild Wings Private Limited valued at Rs.80.18/- per share;
 - iii. The allotment of Equity Shares by the Company to M Kitchens Private Limited (99,60,000 equity shares) is in consideration for the purchase of 1,20,00,000 equity shares of Mirchi Wild Wings Private Limited held by them in the ratio of 83:100 (i.e., 83 Equity shares of SAGL for every 100 shares of Mirchi Wild Wings Private Limited), so 99,60,000 equity shares of SAGL will be issued at Rs. 15/- per equity share for purchase of 1,20,00,000 equity shares of Mirchi Wild Wings Private Limited valued at Rs.12.50/- per share
- b) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
 - d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;

e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and

f) Allotment shall only be made in dematerialized form.

g) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the BSE, MSEI and CSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.”

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

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the BSE, MSEI & CSE, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to BSE, MSEI & CSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company.”

2. REGULARISATION OF MR. BABU EDALAMAPTI PURUSHOTHAM (DIN: 03466935) AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. BABU EDALAMAPTI PURUSHOTHAM(DIN: 03466935), who was appointed as an Additional Director of the Company with effect from 30th April, 2024, pursuant to Section 161 of the Act and who holds office up to three months from the date of his appointment by the Board or the date of the next Annual General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”

3. REGULARISATION OF APPOINTMENT OF MR. BABU EDALAMAPTI PURUSHOTHAM (DIN: 03466935) AS MANAGING DIRECTOR AND ALSO FIXING THE TERMS OF APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the requisite approvals, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. BABU EDALAMAPTI PURUSHOTHAM as a Managing Director of the Company, for a period of 5 (five) years with effect from April 30, 2024 till April 29, 2029 (both days inclusive) liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty and power to the Board of Directors (including the Nomination and Remuneration Committee), to alter and vary from time to time the terms and conditions of the appointment of the Managing Director, to grant increments, subject to the applicable provisions of the Act and subject to the same not exceeding the limits specified under Schedule V to the Act, as may be applicable, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned in the explanatory statement may be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”

By Order of the Board

For **SHALIMAR AGENCIES LIMITED**

Date: 07.05.2024

Place: Hyderabad

**Sd/-
Nomula Srinivas
Whole Time Director
DIN: 07496152**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted Companies to conduct Extraordinary General Meeting (“EGM/Meeting”) through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the EGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, 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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of 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 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.
4. 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.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
6. 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.

7. In compliance with the MCA Circulars, Notice of EGM inter alia, indicating the process and manner of remote e-voting and e-voting during the EGM is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA and appearing as on Friday, May03, 2024. 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 www.bseindia.com, MSEI (<https://www.msei.in/>) and CSE (<https://www.cse-india.com/>). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
8. Mrs. Putcha Sarada (Membership No. 21717, CP No 8735), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the remote e-voting process at the EGM in a fair and transparent manner.
9. The EGM Notice is being sent to all the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") or with the Company whose names appear in the Register of Members as on Friday, the 3rd May, 2024, the cut off date fixed in this regard, unless any member has requested for a hard copy of the same.
10. Members who have not registered their email IDs are requested to do so at the earliest for receiving all the communications including notices, letters etc., in electronic mode from the Company. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
11. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Company and Scrutinizer at shalimaragenciesltd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
12. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
13. The Board of Directors have considered and decided to include the Item no. 1 & 3 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Monday, 27th May, 2024. 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, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Monday, 27th May, 2024, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at helpdesk.evoting@cdslindia.com with a copy to shalimaragenciesltd@gmail.com. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.

15. The Scrutinizer, after scrutinizing the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the EGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e., www.shalimaragencieslimited.com and on the website of CDSL i.e., <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
16. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1, 2 and 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and corresponding rules of the Companies Act, 2013 also annexed herewith.
17. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
18. CDSL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
19. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.
20. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
21. Members who need assistance before or during the EGM, can contact CDSL on Mr. Rakesh Dalvi -Sr. Manager (CDSL) or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.
22. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at shalimaragenciesltd@gmail.com. Questions/queries received by the Company till 5:00 p.m. Thursday, 30th May 2024 shall only be considered and responded during the EGM.
23. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matters set forth in EGM Notice, either by way of "remote e-voting" facility, prior to the EGM or by way of electronic voting system during the EGM. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized agency.

The e-voting facility will be available during the following period:

Commencement of e-voting: From 9.00 A.M. (IST) on Friday, 31st May 2024.

End of e-voting: Up to 5.00 P.M. (IST) on Sunday, 2nd June, 2024.

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

E-VOTING

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

- (i) 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.
- (ii) 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.

- (iii) 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.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, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.

	<p>After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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 Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

(iv) 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
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. Members 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 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 10 digit 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant “SHALIMAR AGENCIES LIMITED” on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 AGM/ EGM 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 AGM/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 3 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 upto 5:00 p.m. Thursday, 30th May 2024 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shalimaragenciesltd@gmail.com. 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 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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO. 1

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 7th May 2024 has subject to the approval of Members and such other approval as may be required, approved the issuance of 6,67,11,260 (Six Crores Sixty Seven Lakhs Eleven Thousand Two Hundred and Sixty only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up by way of share swap to M Kitchens Private Limited, Mohan Babu Karjela, Venugopal Naidu Kongarla Venkatesh, BlueSky Capital Fund SPC and Siraj Holding LLC (“Proposed Allottees”) in lieu of consideration other than cash wherein

- I. SAGL is purchasing 2,01,000 shares of Teksoft Systems INC and in consideration is issuing 3,00,01,260 equity shares of the Company to the proposed allottees BlueSky Capital Fund SPC (1,20,00,504 equity shares), Siraj Holding LLC (1,20,00,504 equity shares), Venugopal Naidu Kongarla Venkatesh (60,00,252 equity shares) who are the shareholders of Teksoft Systems INC. The preferential issue made to Siraj Holding LLC and BlueSky Capital Fund SPC will be in the capacity of public shareholders of SAGL.
- II. SAGL is purchasing 50,00,000 equity shares of Chicken Wild Wings Private Limited and in consideration is issuing 2,67,50,000 equity shares of the Company to the proposed allottees Mohan Babu Karjela (2,67,22,715 equity shares) and Venugopal Naidu Kongarla Venkatesh (27,285 equity shares) who are the shareholders of Chicken Wild Wings Private Limited.
- III. SAGL is purchasing 1,20,00,000 equity shares of Mirchi Wild Wings Private Limited and in consideration is issuing 99,60,000 equity shares of the Company to the proposed allottee M Kitchens Private Limited who is the shareholder of Mirchi Wild Wings Private Limited,

in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable laws as on the Relevant Date on such terms and conditions as may be approved by the Board by way of preferential issue.

B. Objects of the Preferential Issue:

Shalimar Agencies Limited (“SAGL”) is embarking on a strategic acquisition as part of its growth plans to diversify its business segments. This acquisition marks a significant step towards expanding Shalimar’s portfolio and tapping into new opportunities for growth.

The proposed acquisition whereby post-acquisition will result in Chicken Wild Wings Private Limited (“CWWPL”) and Mirchi Wild Wings Private Limited (“MWWPL”), Teksoft Systems INC (Teksoft”) becoming the wholly owned subsidiaries of the Target company. This will result in financial synergies since Chicken Wild Wings Private Limited, Mirchi Wild Wings Private Limited and Teksoft Systems INC are operating Company with substantial revenue generating capability.

The Business of Chicken Wild Wings Private Limited and Mirchi Wild Wings Private Limited is being done currently through resto-bar model. Post Acquisition, Shalimar along with Teksoft Systems INC being an IT company will add value by creating an Online platform resulting in synergies in operational process, thereby delivering food to customers at their residence through online bookings and further shall list other restaurants in

their inhouse application. This will further result in considerable jump in Revenue both through Online sales and through existing resto-bar outlets. Upon completion of the transaction, Teksoft, CWWPL & MWWPL will become a wholly-owned subsidiary of Shalimar. This strategic acquisition underscores Shalimar's commitment to expanding its business footprint and delivering innovative solutions to meet the evolving needs of its clients and stakeholders.

C. The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 6,67,11,260 (Six Crore Sixty Seven Lakhs Eleven Thousand Two Hundred and Sixty Only) Equity Shares having face value of Rs.10/- each at a price of Rs. 15/- per share to proposed allottees on preferential basis.

D. Issue Price, Relevant Date and the Basis on which the price has been arrived

The price of equity shares to be issued is fixed at Rs. 15/- per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 3rd May, 2024 ("Relevant Date") (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

The Company is listed on BSE, CSE & MSEI and the equity shares of the Company are infrequently traded in accordance with Regulation 165 of ICDR Regulations. The price determined shall be the minimum price at which the allotment is to be made.

The value per share arrived is Rs.15.00/- as determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 valuation report dated 17th February, 2023 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.

The price per common stock of Teksoft Systems INC whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 2238.83 per common Stock as per the valuation Report dated 7th May, 2024.

The price per share of CWWPL whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 80.18 per Share as per the valuation Report dated 7th May, 2024.

The price per share of MWWPL whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 12.50 per Share as per the valuation Report dated 7th May, 2024.

The members desirous to inspect the valuation report may send an email to shalimaragenciesltd@gmail.com, for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.shalimaragencieslimited.com/>

As per Reg. 166A of SEBI (ICDR) Reg. 2018, The Company has obtained the above quoted valuation report from an independent Registered Valuer and considered the same for determining the price. Further, said valuation report from the independent registered valuer is also published on the website of the Company.

E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The acquirers & PAC, M Kitchens Private Limited (“PAC 1”), Mr. Mohan Babu Karjela (“Acquirer 2”) and Mr. Venugopal Naidu Kongarla Venkatesh (“Acquirer 3”) will subscribe to the preferential issue of Equity sharesto acquire 61.27% (on the basis of expanded capital) stake in the company and Mr. Mohan Babu Karjela (“Acquirer 2”) and Mr. Venugopal Naidu Kongarla Venkatesh (“Acquirer 3”)will be classified under the Promoter of the Company&M Kitchens Private Limited (“PAC 1”) will be classified under Promoter Group.

The preferential issue made to BlueSky Capital Fund SPC and Siraj Holding LLC will be in the capacity of public shareholders of the Company.

None of the promoters / directors / key managerial personnel of the Company will subscribe to the offer

F. Principal terms of the assets charged as securities:

Not Applicable

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval(s) or permission, as the case may be.

H. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottees are as per the following table:

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Issue of Equity Shares on preferential basis #1		PAN/Registration Number
			No of Shares	%	No of Shares	%	
M Kitchens Private Limited	Promoter Group	1. Spice Lounge LLP 2. Mohan Babu Karjela 3. Venugopal Naidu Kongarla Venkatesh	-	-	99,60,000	14.29	AAJCM9570B
Mohan Babu Karjela	Promoter	NA	-	-	2,67,22,715	38.33	ICQPK3730K

Venugopal Naidu Kongarla Venkatesh	Promoter	NA	-	-	60,27,537	8.65	AYIPV3469L
BlueSky Capital Fund SPC	Public	1. Piyush Munot 2. Piyush Bhandari 3. Charudutta Joshi	-	-	1,20,00,504	17.21	1986482
Siraj HoldingLLC	Public	NA	-	-	1,20,00,504	17.21	INUEFP059221

#1 The percentage is calculated on Total no. of Equity Shares –6,97,12,260 (Comprising of 30,01,000existing Equity Share and Preferential issue of6,67,11,260 Equity Shares)

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR NON-PROMOTER

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	M Kitchens Private Limited	Not Applicable	Promoter Group
2	Mohan Babu Karjela	Not Applicable	Promoter
3	Venugopal Naidu Kongarla Venkatesh	Not Applicable	Promoter
4	BlueSky Capital Fund SPC	Not Applicable	Non-Promoter
5	Siraj Holding LLC	Not Applicable	Non-Promoter

I. PRE & POST SHAREHOLDING

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issuwhich triggered the Open Offer	Post Issue Shareholding	
	No. of Shares	Percentage%		No. of Shares	Percentage%
(A) Promoter & Promoter Group					
A1) Indian					
(a) Individuals	Nil	Nil	3,27,50,252	3,42,44,442	49.12
(c) Bodies Corporates	18,67,738	62.24	99,60,000	1,03,33,548	14.82
A2) Foreign	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	18,67,738	62.24	4,27,10,252	4,45,77,990	63.95
(B) Public					
B1) Institutions	Nil	Nil	Nil	Nil	Nil
B2) Central Government/ State Government(s)/ President of India	Nil	Nil	Nil	Nil	Nil
B3) Non-Institutions					
Individual Shareholding *	8,18,221	27.26	Nil	8,18,221	1.17

Body Corporate*	315029	10.50	Nil	315029	0.45
FPI	Nil	Nil	1,20,00,504	1,20,00,504	17.21
QIBs	Nil	Nil	1,20,00,504	1,20,00,504	17.21
HUF	Nil	Nil	Nil	Nil	Nil
Any Other (Including NRI and Body Corporates*	12	Nil	Nil	12	Nil
Total Public Shareholding B=B1+B2+B3	11,33,262	37.76	2,40,01,008	2,51,34,270	36.05
C) Non Promoter - Non Public	Nil	Nil	Nil	Nil	Nil
TOTAL (A+B+C)	30,01,000	100	6,67,11,260	6,97,12,260	100

Note: Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st March, 2024

***The acquirers have given an open offer to acquire upto 11,33,262 shares. So as per Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that their shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.**

J. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

K. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be change in the control of the Company, since post preferential allotment of Equity Shares, M Kitchens Private Limited, Mohan Babu Karjela, Venugopal Naidu Kongarla Venkatesh, Ramesh Naidu Veluru and Spice Lounge LLP shall acquire and exercise 65.57% of Expanded, Issued, Subscribed and Voting Capital of the Company and will be in the capacity of Promoters. The preferential issue made to Siraj Holding LLC and BlueSky Capital Fund SPC will be in the capacity of public shareholders of the Company. Further, in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Mohan Babu Karjela, Venugopal Naidu Kongarla Venkatesh, Spice Lounge LLP, M Kitchens Private Limited, and Ramesh Naidu Veluru have made Public Announcement, dated 07th May 2024 for acquisition of 11,33,262 (100% of the Public Shareholders) Equity Shares from the existing public shareholders of "SHALIMAR AGENCIES LIMITED" in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

L. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 26 (Twenty-Six) weeks prior to the relevant date, the company is not required to recompute the price per equity share.

M. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of Equity Share of SHALIMAR AGENCIES LIMITED has been derived as per Valuation Report being prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations. The Value of Teksoft Systems INC, Chicken Wild Wings Private Limited & Mirchi Wild Wings Private Limited is derived as

per Valuation Report of A. N. Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746, the same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company between 10:00A.M. and 1:00 P.M on all working days between Monday and Friday of every week upto the date of this EGM. The members desirous to inspect the certificate may send an email to shalimaragenciesltd@gmail.com, for inspection of said valuation report electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.shalimaragencieslimited.com>

N. Lock in period:

The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

O. Terms of Issue of the Equity Shares, if any.

• **Issue of Equity Shares -**

- a) i. The allotment of Equity Shares by the Company to BlueSky Capital Fund SPC (1,20,00,504 equity shares), Siraj Holding LLC (1,20,00,504 equity shares), Venugopal Naidu Kongarla Venkatesh (60,00,252 shares) is in consideration for the purchase of 2,01,000 Common Stock of Teksoft Systems INC held by them in the ratio of 14926:100 (i.e., 14926 Equity shares of SAGL for every 100 shares of Teksoft Systems INC), so 3,00,01,260 equity shares of SAGL will be issued at Rs. 15/- per equity share for purchase of 2,01,000 Common Stock of Teksoft Systems INC valued at Rs.2238.83/- per common stock;
 - ii. The allotment of Equity Shares by the Company to Mr. Mohan Babu Karjela (2,67,22,715 equity shares) and Mr. Venugopal Naidu Kongarla Venkatesh (27,285 equity shares) is in consideration for the purchase of 50,00,000 shares of Chicken Wild Wings Private Limited held by them in the ratio of 535:100 (i.e., 535 Equity shares of SAGL for every 100 shares of Chicken Wild Wings Private Limited), so 2,67,50,000 equity shares of SAGL will be issued at Rs. 15/- per equity share for purchase of 50,00,000 equity shares of Chicken Wild Wings Private Limited valued at Rs.80.18/- per share;
 - iii. The allotment of Equity Shares by the Company to M Kitchens Private Limited (99,60,000 equity shares) is in consideration for the purchase of 1,20,00,000 equity shares of Mirchi Wild Wings Private Limited held by them in the ratio of 83:100 (i.e., 83 Equity shares of SAGL for every 100 shares of Mirchi Wild Wings Private Limited), so 99,60,000 equity shares of SAGL will be issued at Rs. 15/- per equity share for purchase of 1,20,00,000 shares of Mirchi Wild Wings Private Limited valued at Rs.12.50/- per share
- b) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
 - c) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
 - d) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and
 - e) Allotment shall only be made in dematerialized form.
 - f) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:

The Preferential Issue of 6,67,11,260 Equity Shares of SAGL to be made to M Kitchens Private Limited, Mohan Babu Karjela, Venugopal Naidu Kongarla Venkatesh, Ramesh Naidu Veluru and Spice Lounge LLP, BlueSky Capital Fund SPC and Siraj Holding LLC will be made for Consideration other than cash at the Issue Price of Rs. 15/- per Equity Share in lieu of purchase of 2,01,000 shares of Teksoft Systems, INC, 50,00,000 shares of Chicken Wild Wings Private Limited and 1,20,00,000 shares of Mirchi Wild Wings Private Limited.

The price per common stock of Teksoft Systems INC whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 2238.83 per common Stock as per the valuation Report dated 7th May, 2024.

The price per share of CWWPL whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 80.18 per Share as per the valuation Report dated 7th May, 2024.

The price per share of MWWPL whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 12.50 per Share as per the valuation Report dated 7th May, 2024.

Q. Certificate From Practicing Company Secretary

A certificate from Mrs. Putcha Sarada (Membership No. 21717, CP No 8735), Practicing Company Secretary, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to shalimaragenciesltd@gmail.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at <https://www.shalimaragencieslimited.com>.

R. Recommendation of Independent Directors

As per Regulation 166A of SEBI ICDR Regulations, the Committee of Independent Directors has reviewed the Valuation Report, other documents and other relevant information provided by SAGL. All the members of independent directors have voted in favor of preferential issue of Equity Shares by the Company.

S. Principal terms of the assets charged as securities:

Not Applicable

T.No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price

The Company has not made any preferential issue of shares during the year.

U. Other Disclosures –

- a) As per Regulation 163 of SEBI (ICDR) Regulations, it would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottee.
- c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- d) Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.
- e) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23,42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI(ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors/KMP and their relatives(if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 2 and 3:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Babu EdalamaptiPurushotham was appointed as an Additional Director by the Board of the Company with effect from 30th April, 2024 to hold office up to three months from the date of his appointment by the Board or the date of the next Annual General Meeting, whichever is earlier. He was also appointed as the Managing Director of the Company with effect from 30th April, 2024, subject to the approval of the Members, as may be necessary under the Companies Act, 2013.

Furthermore, the Board of Directors (“the Board”) in their meeting held on 30th April, 2024 had approved the appointment of Mr. Babu EdalamaptiPurushotham(DIN: 03466935), as the Managing Director of the Company for a period of 5 years commencing from 30th April, 2024 on such terms and conditions including remuneration as mentioned in the resolution, subject to the approval of shareholders and other requisite approvals, if any, required under Sections 196, 197 read with Schedule V and any other applicable provisions, of the Companies Act, 2013 (“the Act”) and Rules made thereunder.

It is proposed to seek members’ approval through Special Resolution for the aforesaid appointment including remuneration payable to Mr. Babu EdalamaptiPurushotham(DIN: 03466935), as a Managing Director of the Company in terms of the applicable provisions of the Act.

The remuneration and other terms relating to Mr. Babu EdalamaptiPurushotham appointment as a Managing Director of the Company are set out below:

1. Mr. Babu EdalamaptiPurushotham shall be the Managing Director for a period of five (5) years from April 30, 2024.
2. In consideration of performance of duties, the company shall pay to the Managing director as under during the contention of his tenure Salary with the authority to the Board of Directors (including its committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act,

2013 for a period of 3 Years from 30/04/2024. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

3. Mr. Babu EdalamaptiPurushothamshall, as Managing Director of the Company, exercise such powers and perform and discharge such duties, functions and responsibilities as the Board shall from time to time in its absolute discretion determine and entrust to him. He shall report, and be answerable and responsible, to the Board and promptly and faithfully obey and observe all directions that may from time to time be given to him by the Board.

4. Mr. Babu EdalamaptiPurushothamshall, so long as he holds the office of Managing Director, be a Director liable to retire by rotation in accordance with the applicable provisions of the Act, or any statutory modification or re-enactment thereof for the time being in force and the Company's Articles of Association.

5. Mr. Babu EdalamaptiPurushothamshall exert his best endeavours to promote the interests and welfare of the Company.

The details required pursuant to the provisions of Schedule V of the Companies Act, 2013, are as under:

I. General information:

A	Nature of Industry	Information Technology									
B	Date or expected date of commencement of commercial production	The company has already commenced commercial production in the year 1982									
C	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable									
D	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>For the year ended 31.03.2023</th> <th>Rs in lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover (gross)</td> <td>Nil</td> </tr> <tr> <td>Profit after tax</td> <td>(857.52)</td> </tr> <tr> <td>Net worth</td> <td>28,587.06</td> </tr> </tbody> </table>		For the year ended 31.03.2023	Rs in lakhs	Turnover (gross)	Nil	Profit after tax	(857.52)	Net worth	28,587.06
For the year ended 31.03.2023	Rs in lakhs										
Turnover (gross)	Nil										
Profit after tax	(857.52)										
Net worth	28,587.06										
E	Foreign investments or collaborations, if any.	NA									

II. Information about the appointee:

i	Experience and Background details	He has more than a decade of Experience in Handling various IT Related Projects and mor than 15years of Experience in Real Estate Projects.
ii	Past remuneration	NA
iii	Recognition or awards	NA
iv	Job profile and his suitability	He has more than a decade of Experience in Handling various IT Related Projects and mor than 15years of Experience in Real Estate Projects.
v	Remuneration proposed	As stated in the Explanatory Statement of the proposed resolution
vi	Comparative remuneration profile with respect to industry, size of the company,	Considering the size of the Company's operation the proposed remuneration is well within the general

	profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	industry trends.
vii	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except to the proposed remuneration as stated above, Mr. Babu EdalamaptiPurushotham does not have any other pecuniary relationship with the Company.

III. Other information:

i	Reasons of loss or inadequate profits	The profits of the Company have been impacted due to business circumstances and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
ii	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
iii	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

This resolution together with the explanatory statement may also be treated and construed to be Memorandum setting terms of appointment as specified under Section 190 of the Companies Act, 2013.

A copy of the Board Resolution and other documents appointing Mr. Babu EdalamaptiPurushothamas the Managing Director referred to in the resolution will be available for inspection at the registered office of the Company on all workings days except Saturday, Sunday and public holiday between 11.00AM to 3.00 PM upto the date of the meeting.

None of the Directors/Shareholders except Mr. Babu EdalamaptiPurushotham(Managing Director) himself is concerned or interested financially or otherwise in the above resolution.

Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	BABU EDALAMAPTI PURUSHOTHAM
Age	48 Years
Qualification	Bachelor Technology
Experience	more than 15Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Not Applicable

Date of first appointment on the board	30/04/2024
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	NA
Other Directorships, Membership/Chairmanship of Committees of other Boards	NA

For **SHALIMAR AGENCIES LIMITED**

Date: 07.05.2024

Place: Hyderabad

**Sd/-
Nomula Srinivas
Whole Time Director
DIN: 07496152**