

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the Members of **SHREE SALASAR INVESTMENTS LIMITED** will be held through Video Conferencing, Saturday, 28th September, 2024 at 3.00 PM in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020,17/2020, 10/2021, 20/2021, 02/2023 and 03/ 2023 dated 5th May, 2020, 8th April, 2020 13th April, 2020, 23rd June, 2021, 8th December, 2021, 12th May, 2020, 15th January, 2021 , 05th May, 2023 and 28th December, 2022 respectively, to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt :

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon;
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Shailesh Ghisulal Hingarh (DIN: 00166916), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Shailesh Hingarh as Managing Director:**

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 Sections 196, 197 and 203 and all other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('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) as amended from time to time, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Shailesh Hingarh (DIN: 00166916), as the Managing Director of the Company for the term of three years commencing from 14th August, 2024 unless terminated earlier, as per the provisions, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Shailesh Hingarh, subject to the conditions set out in Schedule V to the Act, or any amendments thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To confirm and approve the appointment of Mr Rishabh Verdia (DIN: 03077550) as a Non-Executive Director of the Company w.e.f 4th September, 2024:**

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 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s) from time to time or any reenactment thereof for the time being in force) read with Schedule V to the said Act, approval of the Members be and is hereby given to the appointment of Mr Rishabh Verdia (DIN: 03077550) as an additional Director (Non-Executive) of the Company with effect from September 4th, 2024, subject to approvals of members.”

RESOLVED FURTHER THAT any of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. Issuance of Equity Shares on a Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2017 the provisions of 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 Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) 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 offer, issue and allot in one or more tranches not more than 16,05,000 (Sixteen-lakh and Five-thousand Only) number of equity shares of face value of Rs. 10/- each (Rupee Ten Only) fully paid-up for cash at a price of Rs 150/- as arrived at in accordance with the ICDR Regulations ranking pari-passu in all respects with the then existing fully paid up equity shares of the Company, by way of preferential allotment on a private placement basis to the following subscriber:

Sr No.	Name of the Proposed Allottee	Maximum no. of equity shares to be allotted	Investment Amount (in Rs.)	Category
1.	Harshad Sobhagchand Dholakia	7,500	11,25,000	Non-Promoter
2.	Seeta Harshad Dholakia	7,500	11,25,000	Non-Promoter
3.	Sumesh Ashok Mishra	15,000	22,50,000	Non-Promoter
4.	Murtuza E Vapiwala	5,000	7,50,000	Non-Promoter
5.	Sabena Widhani	20,000	30,00,000	Non-Promoter
6.	Bhavik Vishanraj Mehta	15,000	22,50,000	Non-Promoter
7.	Poonam Munshi Vyas	20,000	30,00,000	Non-Promoter
8.	Pradeep Kumar Jhamumal Jethani	20,000	30,00,000	Non-Promoter
9.	Niraj Dilip Jiwrajka	10,000	15,00,000	Non-Promoter
10.	Vijay Dilkhush Sarupria	10,000	15,00,000	Promoter
11.	Ravinder Vashist	15,000	22,50,000	Non-Promoter
12.	Shweta Agrawal	20,000	30,00,000	Non-Promoter
13.	Siddharth Dinesh Mehta	65,000	97,50,000	Non-Promoter
14.	Varsha Tejraj Jain	20,000	30,00,000	Non-Promoter
15.	Ajinkya Sudhir Naik	20,000	30,00,000	Non-Promoter
16.	Paresh C Zaveri	13,25,000	19,87,50,000	Non-Promoter
17.	Neil Aloysius Dsouza	10000	15,00,000	Non-Promoter
TOTAL		16,05,000	24,07,50,000	-

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price of the Equity Shares to be issued and allotted as above shall be 29th day of August, being the date falling 30

(thirty) days prior to the date of this Annual General Meeting being held on 28th day of September to approve this offer.

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

(a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

(b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(e) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(f) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottee, be listed on BSE Limited ("BSE") and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottee.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the entire pre-issue shareholding of the allottee, if any, shall be under lock-in as may be applicable under the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

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 Stock Exchange(s), 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 Stock Exchange(s) 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 exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.

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

By order of the Board
For **Shree Salasar Investments Limited**

Sd/-
Shailesh Hingarh
Managing Director
DIN: 00166916

Place: Mumbai
Date: 4th September, 2024

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

Further, information on the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure - A to this Notice.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 , 02/2023 dated May 5, 2023 and 10/2023 dated December 28, 2023 respectively ("MCA Circulars"), , in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) which does not require physical presence of the members at a common venue and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith(Collectively referred to as Notice) is being sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company www.sajaydevelopers.com
3. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Purva Sharegistry India Pvt. Ltd. (RTA) to enable servicing of notices / documents / Annual Reports electronically to their email address.
4. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
5. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 100 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 AGM without restriction on account of first come first served basis.

6. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.platinumindustriesltd.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
7. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by Remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through Remote e-Voting.
9. Applicable statutory records and all the documents referred to in the accompanying Notice of the 44th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to vistaurban@gmail.com
10. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
11. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 21st September, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
12. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) 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/AGM will be provided by Purva.
3. The Members can join the EGM/AGM 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/AGM 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 AGM/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 AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://sajaydevelopers.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.

7. The AGM/EGM 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.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

13. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **25th September, 2024 at 9:00 am** and ends on **27th September, 2024 at 5:00**. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Purva 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 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with 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/PURVA, 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/EasiRegistration 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. 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.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

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 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 meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 as mentioned in instruction (v).

- (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.
- (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 EVENT NO. for the relevant <Shree Salasar Investments Limited> on which you choose to vote.

- (x) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO/ABSTAIN”** for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the **“NOTICE FILE LINK”** if you wish to view the Notice.
- (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) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the **“Custodians / Mutual Fund”** module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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; vistaurban@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

14. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/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 the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 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 AGM 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 AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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.

15. 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 AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By order of the Board
For **Shree Salasar Investments Limited**

Sd/-
Shailesh Hingarh
Managing Director
DIN: 00166916

Place: Mumbai
Date: 4th September, 2024

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Items of the accompanying Notice dated 4th September, 2024

Detail of Director Seeking re-appointment and Appointment at the 44th Annual General Meeting of the Company

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, details are as follows:

Name of Director	Shailesh Hingarh	Rishabh Verdia
DIN	00166916	03077550
Date of Birth	09/03/1967	01/01/1980
Nationality	Indian	Indian
Date of Appointment	30/09/2013	04/09/2024
Expertise in Specific Area	He is a Real Estate Developer & finance professional with specialization in entire life cycle of Real Estate Development and all related areas. With over 2 decade of in-depth real estate development exposure in places like Pune and Mumbai	He is a fellow member of the Institute of Chartered Accountants of India and is having over fifteen years of experience. He is also a qualified Information System Auditor (DISA) & a Company Secretary. He has been investing and advising startups in diverse fields. He has also been handling various assignments of some very large organizations in India & abroad. He has developed expertise in Business Planning, Entrepreneurship, Due Diligence, Risk Assurance Services, Business Process Consulting etc. He was an elected member of the executive managing committee of the Udaipur Branch of CIRC of The Institute of Chartered Accountants of India.
Qualifications	Chartered Accountant	Fellow Chartered Accountant and Company Secretary

Listed of Companies (Other than Shree Salasar Investments Limited) in which he holds directorship and the Board Committee membership/ chairpersonship	0	0
Number of shares held in the Company	NIL	NIL
Disclosure of relationships between directors inter-se	No relation	No relation.

None of the Director is debarred from holding the Office of Director by virtue of any SEBI order or any other such authority .

Item no 3:

Mr. Shailesh Hingarh was appointed as Managing Director of the Company for a period of three years effective from August 10, 2016 as per the terms and conditions approved by the Shareholders at the Annual General Meeting held on September 30, 2016. Since the aforesaid appointment for the revised period of Five years ends on 9th August, 2021, again reappointed for a period of three years, hereby it is proposed to re-appoint him as Managing Director of the Company for a period of Three years from 14th August, 2024.

Keeping in view that Mr. Shailesh Hingarh has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Shailesh Hingarh as Managing Director.

Pursuant to Recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company passed a resolution on August 14, 2024 approving re-appointment of Mr. Shailesh Hingarh, as Managing Director of the Company for a further period of three Years with effect from August 14, 2024. and fix his remuneration during this period pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, and subject to the conditions as set out herein below:

- a. Remuneration : Salary, allowances and incentive as recommended and approved by the Board.
- b. Perquisites : In addition to the above Mr. Shailesh Hingarh shall be entitled to perquisites which shall include reimbursement of Medical Expenses, Telephone expenses at residence, Chauffeurs salary, Leave Travel Assistance for self and family,

‘Family’ mentioned above means the spouse, dependent parents and dependent children

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum.

The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto. The above remuneration is in compliance with the existing limits prescribed in Schedule V of Companies Act, 2013. So long as Mr. Shailesh Hingarh functions as Managing Director he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information:

(1) Nature of industry: Investment and Infrastructure

(2) Commencement of commercial production: The Company started commercial production in the year 1980-1981.

(3) Financial performance based on given Indicators:

Particulars	Standalone		
	2021-22 (Rs.)	2022-23 (Rs.)	2023-24 (Rs.)
Revenue from Operations (Net of Excise) and Other Income	20,60,656	53,26,238	91,25,221
Profit before exceptional items and Tax	33,980	4,18,303	68,88,411
Net Profit After Tax	25,485	3,13,727	62,88,411

(4) Foreign investment of collaborators, if any: Nil

II. Information about the appointee:

		Shailesh Hingarh
1.	Background details	As mentioned in the Explanatory Statement
2.	Past remuneration	Upto 60 Lakhs p.a.
3.	Recognition or rewards	NIL

4.	Job Profile and his sustainability	He is a Real Estate Developer & finance professional with specialization in entire life cycle of Real Estate Development and all related areas. With over 2 decade of in-depth real estate development exposure in places like Pune and Mumbai
5.	Remuneration proposed	Upto 60 Lakhs p.a.
6.	Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin)	The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is Promoter of the Company

III. Other information:

The Company is showing upward trend in making profits. In the past year, we have achieved better performance with growth in both pre-sales and collections. Profits will be improving as we are nearing completion stages of our few projects. The Company is optimistic to forge ahead with determination and enthusiasm, aiming to achieve new heights of success with our upcoming projects. Appropriate strategies and relevant processes, controls and procedures are being adopted to strengthen the financial position.

Mr. Shailesh Hingarh is related to the promoter's group and Directors of the Company.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, had approved the said appointment subject to approval of the Shareholders. The Board seek the approval of the members for re-appointment of Mr. Shailesh Hingarh, as Managing Director by way of passing Special Resolution. Accordingly, the Board of Directors recommend passing of Resolution contained at item no. 3 of the accompanying Notice.

Except Mr. Shailesh Hingarh and his relatives, no other Director and Key Managerial Personnel including their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 3 of the accompanying Notice.

Item no 4:

Mr. Rishab Verdia (DIN: 0307750) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from September 4th, 2024, holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Rishab Verdia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rishab Verdia as a Non-Executive Director, for the approval by the shareholders of the Company.

Copy of letter of appointment of Mr. Rishab Verdia setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Rishab Verdia, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given to this Notice. Brief profile of Mr. Rishab Verdia is given at Annexure to this Notice.

Except Mr. Rishab Verdia, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Item no 5:**ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS:**

The Company proposes to raise funds by way of issuance of the Equity Shares to the proposed allottees specified herein below. The Proposed Equity Shares Allottee hereinafter together collectively referred to as the "Proposed Allottee(s)".

Pursuant to the provisions of Section(s) 23, 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder ("Act") further read with provisions of Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and on the terms and conditions as stipulated in the Act and the ICDR Regulations, a company is eligible to undertake preferential allotment/private placement of such Equity Shares only after obtaining prior approval of the Members of the Company by way of special resolution.

Accordingly, the Board of Directors of the Company ("Board") in their meeting held on Monday 2nd September, 2024, subject to necessary approval(s), have approved the proposal for raising of funds by issue of the following securities at an issue price determined in accordance with the ICDR Regulations and applicable laws:

i) The Company proposes to make a preferential allotment of equity shares to:

Sr No.	Name of the Proposed Allottee	Maximum no. of equity shares to be allotted	Investment Amount (in Rs.) @ 150	Category
1.	Harshad Sobhagchand Dholakia	7,500	11,25,000	Non-Promoter
2.	Seeta Harshad Dholakia	7,500	11,25,000	Non-Promoter
3.	Sumesh Ashok Mishra	15,000	22,50,000	Non-Promoter
4.	Murtuza E Vapiwala	5,000	7,50,000	Non-Promoter
5.	Sabena Widhani	20,000	30,00,000	Non-Promoter
6.	Bhavik Vishanraj Mehta	15,000	22,50,000	Non-Promoter
7.	Poonam Munshi Vyas	20,000	30,00,000	Non-Promoter
8.	Pradeep Kumar Jhamumal Jethani	20,000	30,00,000	Non-Promoter
9.	Niraj Dilip Jiwralka	10,000	15,00,000	Non-Promoter
10.	Vijay Dilkhush Sarupria	10,000	15,00,000	Promoter
11.	Ravinder Vashist	15,000	22,50,000	Non-Promoter
12.	Shweta Agrawal	20,000	30,00,000	Non-Promoter
13.	Siddharth Dinesh Mehta	65,000	97,50,000	Non-Promoter
14.	Varsha Tejraj Jain	20,000	30,00,000	Non-Promoter
15.	Ajinkya Sudhir Naik	20,000	30,00,000	Non-Promoter
16.	Paresh C Zaveri	13,25,000	19,87,50,000	Non-Promoter
17.	Neil Aloysius Dsouza	10000	15,00,000	Non-Promoter
TOTAL		16,05,000	24,07,50,000	-

The Equity Shares and Warrants are collectively referred to as “Securities”.

The Proposed Allottee(s) for Equity Shares and Warrants have expressed their intent to subscribe to the Securities.

In this regard, the following details of the proposed preferential issue of the Securities are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

(a) Objects of the Issue:

To meet general business requirements addressing working capital needs, expansion of Business activities and for general corporate purpose. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course.

(b) Maximum number of specified securities to be issued/the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:

The Board intends to offer, issue and allot up to:

(1) 16,05,000 (Sixteen-lakh and Five-thousand Only) number of equity shares of face value of Rs. 10/- each (Rupees Ten only) per Equity shares at an issue price of Rs. 150/- (Rupees One hundred and Fifty only) per equity share, determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding Rs. 24,07,50,000 (Twenty-four crore, Seven lakhs and fifty thousand only) and

Business Model:

SHREE SALASAR INVESTMENTS LTD is a real estate developing company well known for designing and developing modern life spaces. It stands for luxury, prestige, style, and a new level of comfort.

Relevant Date:

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 29th August, 2024 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 28th September, 2024 to approve the proposed preferential issue).

*Note: Where the Relevant Date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date

Pricing of Preferential Issue:

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity may be issued computes to Rs. 150/-.

Basis on which the price has been arrived at:

The equity shares of Company are listed and the equity shares of the Company are not frequently traded on Stock Exchanges, viz., BSE Limited ("BSE") in accordance with SEBI (ICDR) Regulations, 2018.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a valuation report dated 29th August, 2024 ("Valuation Report") from Mr. Bhavesh M. Rathod, an Independent Registered Valuer (copy enclosed), who have determined the fair value of the equity shares of the Company to be Rs. 150/- per share.

Justification for pricing of preferential issue:

As per Regulation 166A (1) of the SEBI (ICDR) Regulations-

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company **do not provide** for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However as proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the equity shares shall be the higher of the following parameters:

- i. **Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares):** The shares of the Company are not frequently traded shares, so Regulation 164(1) of SEBI (ICDR) Regulations is Not Applicable
- ii. **Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations:**

In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 29th August, 2024 from Mr. Bhavesh M Rathod, an Independent Registered Valuer- Securities and Financial Assets, having Registration No: IBBI/RV/06/2019/10708, UDIN: **24119158BKAFLE3326** arriving at Rs. 150/- and the copy of the same has been hosted on the website of the Company which can be accessed at <https://sajaydevelopers.com/investors/corporate-announcements/>

The issue price for this Preferential Issue is Rs. 150/- per equity share (Face Value Rs. 10/- each including Premium of Rs. 140/- each). Since the shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations is not applicable and price determined by registered valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the Preferential Offer:

None of the Promoter, Director and Key Managerial Personnel intends to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the 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:

Sr No.	Details of Shareholders	PAN	Category/Class of Subscribers	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding (If fully subscribed)	Beneficial Ownership
1.	Harshad Sobhagchand Dholakia	AACPD7091E	Individual Non-Promoter	NIL	7500	0.10%	NA
2.	Seeta Harshad Dholakia	AEKPD8596G	Individual Non-Promoter	NIL	7500	0.10%	NA
3.	Sumesh Ashok Mishra	AMOPM1247R	Individual Non-Promoter	NIL	15000	0.20%	NA

4.	Murtuza E Vapiwala	AIKPV8976E	Individual Non- Promoter	NIL	5000	0.07%	NA
5.	Sabena Widhani	AIRPC8268R	Individual Non- Promoter	NIL	20000	0.27%	NA
6.	Bhavik Vishanraj Mehta	AQUPM4129 J	Individual Non- Promoter	NIL	15000	0.20%	NA
7.	Poonam Munshi Vyas	ALCPM8625 J	Individual Non- Promoter	NIL	20000	0.27%	NA
8.	Pradeep Kumar Jhamumal Jethani	AAAPJ8162 G	Individual Non- Promoter	NIL	20000	0.27%	NA
9.	Niraj Dilip Jiwrajka	AILPJ1766H	Individual Non- Promoter	NIL	10000	0.13%	NA
10.	Vijay Dilkhush Sarupria	AACPS4547 E	Promoter	NIL	10000	0.13%	NA
11.	Ravinder Vashist	ACXPV0481 H	Individual Non- Promoter	NIL	15000	0.20%	NA
12.	Shweta Agrawal	ADQPA1511 P	Individual Non- Promoter	NIL	20000	0.27%	NA
13.	Siddharth Dinesh Mehta	AQBPM9747 R	Individual Non- Promoter	NIL	65000	0.87%	NA
14.	Varsha Tejraj Jain	ADFPJ8052R	Individual Non- Promoter	NIL	20000	0.27%	NA

15.	Ajinkya Sudhir Naik	AEXP2068J	Individual Non- Promoter	NIL	20000	0.27%	NA
16.	Paresh C Zaveri	AAEPZ5587 B	Individual Non- Promoter	NIL	1325000	17.65%	NA
17.	Neil Aloysius Dsouza	AACPD2343 R	Individual Non- Promoter	NIL	10000	0.13%	NA

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

There will be no change in management control of the Company pursuant to the proposed Issue and allotment of the Equity Shares.

The pre issue and post issue shareholding pattern of the Company (if fully subscribed by the respective subscribers):

Sr No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of Share holding	No. of shares held	% of share holding
A.	Promoters' holding :				
1	Indian:				
	Individual	43,39,557	73.53%	43,49,557	57.94%
	Bodies Corporate	-	-	-	-

	Sub Total	43,39,557	73.53%	43,49,557	57.94%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	43,39,557	73.53%	43,49,557	57.94%
B	Non Promoters holding:				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors	5,22,000	8.84	5,22,000	6.95%
	Others (Public Including NRIs)	10,40,443	17.63	26,35,443	35.11%
	Sub Total (B)				
	Grand Total (A) + (B)	5902000	100%	7507000	100%

*The above post issue pattern is based on the assumption of full subscription of the proposed issue of Equity Shares.

Proposed time within which allotment shall be completed:

The allotment of Securities shall be completed within a period of 15 days from the date of passing of the Special Resolution(s) by the Members of the Company, provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approval.

Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

Undertaking:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- (a) It shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

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:

During the year, no preferential allotment has been made to any person.

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

There shall be no change in management or control of the Company pursuant to the issue of the equity shares

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

Not Applicable

Lock in period:

The equity shares and the resultant equity shares shall be subject to 'lock-in' for such period as the case may be prescribed from the date of trading approval from BSE Limited where the securities of the Company are listed as per Regulation 167 of the ICDR Regulations

Certificate of Practicing Company Secretary:

The Certificate from Mr. Mayank Arora, Practicing Company Secretary (Membership No.10378, C.P. No 13609) having office at 101, 1st Floor, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400 063, UDIN: F010378F001137955, dated 4th September, 2024 has certified that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link <https://sajaydevelopers.com>.

Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) and lock-in period of shares:

The proposed allottees has no pre-preferential shareholding, therefore the requirement entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval from BSE where the equity shares of the Company are listed/date of allotment, is not applicable.

The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Securities on preferential basis. The Proposed Allottee(s) have Permanent Account Number

Inspection of documents:

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

Disclosures as per Regulation 163(1)(i) pertaining to willful defaulter of a fraudulent borrower or fugitive economic offender:

The Issuer including its directors or Promoter have not been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. Further none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

The proposed allotment shall be made to the non-promoter category and the class of persons are mentioned above.

The status of the allottee(s) post the preferential issues:

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders

Disclosure specified in Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent Borrower:

Neither the Company nor any of its Promoters or Directors is willful defaulter or fraudulent Borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable. In compliance with Regulation 159(3) of the ICDR Regulations, the Company confirms that none of the promoters and directors of the Company are fugitive economic offender. Further, in compliance with Regulation 159(4) of the ICDR Regulations, the Company confirms that there are no outstanding dues to the SEBI, the stock exchange(s) or the depositories

Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders.

The Proposed allottee have not sold/transferred any equity shares during the six months preceding the Relevant Date.

During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.