NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting **("EGM")** of the Members of **Shreeji Global FMCG Limited** (the **"Company"**) will be held on **Thursday, 26th November, 2026 at 03:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 1205, The Spire, Near Ayodhya Chowk, 150 Feet Ring Road, Rajkot – 360006, to transact the following Special Businesses:

1. Increase in Authorised Share Capital and Alteration of the Capital clause in Memorandum of Association of the Company:

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

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules framed thereunder and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only), divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 50,00,00,000/- (Rupees Fifty Crores Only), divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

V. The Authorised Equity Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof authorised for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient, including filing of the requisite e-forms with the Registrar of Companies and any other authority, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Director(s), the Company Secretary or any other Officer(s) of the Company, to give effect to the aforesaid resolution."

2. To capitalize Reserve of the Company and to Issue Bonus Shares:

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

"RESOLVED THAT, pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR**

Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the Articles of Association of the Company and the other applicable rules and regulations framed thereunder, and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, the consent of the Members be and is hereby accorded to **capitalise a sum not exceeding Rs. 24,96,22,800/- (Rupees Twenty-Four Crores Ninety-Six Lakhs Twenty-Two Thousand Eight Hundred Only), comprising:**

a. **Rs. 22,76,00,000/- (Rupees Twenty-Two Crores Seventy-Six Lakhs Only) towards the existing paid-up equity share capital of 2,27,60,000 Equity Shares; and**
b. **Rs. 2,20,22,800/- (Rupees Two Crores Twenty Lakhs Twenty-Two Thousand Eight Hundred Only) towards the equity share capital of up to 22,02,280 Equity Shares to be allotted on conversion of the Warrants proposed under Item No. 3 (assuming full allotment and full conversion),**

out of the Securities Premium Account, General Reserves or any other permitted free reserves and surplus of the Company, for the purpose of issuance of Bonus Equity Shares of Rs. 10/- each, credited as fully paid-up, to the holders of the existing Equity Shares whose names appear in the Register of Members or in the list of beneficial owners furnished by the Depositories as on the "Record Date" to be determined by the Board, in the proportion of 1 (One) new Equity Share for every 1 (One) existing fully paid-up Equity Share held, and the Bonus Equity Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company."

"RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company."

"RESOLVED FURTHER THAT, the Bonus Equity Shares shall also be issued on the Equity Shares to be allotted upon conversion of up to 22,02,280 Warrants issued on a preferential basis under Item No. 3 of this Notice (assuming full allotment and full conversion), in the proportion of 1 (One) new Equity Share of Rs. 10/- each for every 1 (One) Equity Share allotted on conversion, to be allotted at the time of allotment of the Equity Shares on conversion, in accordance with the SEBI ICDR Regulations and without any further approval of the Members, through capitalisation of a sum not exceeding Rs. 2,20,22,800/- out of the Securities Premium Account, General Reserves or any other permitted free reserves and surplus of the Company."

"RESOLVED FURTHER THAT, the sum of Rs. 2,20,22,800/- shall be reserved and kept earmarked by the Company and applied only for issuing Bonus Equity Shares on conversion of the Warrants, on the same terms and in the same proportion as the Bonus Equity Shares issued to the existing Members. If any Warrant is not exercised or lapses, the portion of the reserved sum relating to such Warrant shall be released and shall revert to the reserve from which it was set aside. Warrant holders shall have no entitlement to Bonus Equity Shares until the Warrants are converted into Equity Shares."

"RESOLVED FURTHER THAT, the allotment of Bonus Equity Shares to Members who are non-residents shall be subject to the approval, if any, of the Reserve Bank of India or such other regulatory authority, as may be applicable under the Foreign Exchange Management Act, 1999 and the rules made thereunder."

"RESOLVED FURTHER THAT, in accordance with the SEBI ICDR Regulations, the Bonus Equity Shares shall be allotted in dematerialised form only and credited to the respective beneficiary accounts of the Members with their Depository Participant(s). With respect to Members holding Equity Shares in physical form as on the Record Date, the Company shall credit the Bonus Equity Shares to a demat suspense/escrow account and thereafter credit them to the beneficiary demat accounts of the respective Members upon receipt of requisite documents, and the voting rights and corporate benefits on Bonus Equity Shares held in such account shall remain frozen until credited to the beneficiary accounts."

"RESOLVED FURTHER THAT, the Bonus Equity Shares shall be allotted within the time prescribed under the SEBI ICDR Regulations, and the Bonus Equity Shares allotted in respect of any Equity Shares held under lock-in (including Equity Shares allotted on conversion of Warrants) shall be subject to the same lock-in for the remaining period."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to take such steps as may be necessary to list the Bonus Equity Shares on the Stock Exchange(s) where the existing Equity Shares are listed, in accordance with the SEBI LODR Regulations and other applicable laws."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things, including resolving any questions, doubts or difficulties in connection with the issue and allotment of the Bonus Equity Shares, and to accept and give effect to such conditions, modifications and alterations as may be prescribed by any regulatory authority(ies), as the Board may in its absolute discretion deem fit and proper."

"RESOLVED FURTHER THAT, the Board be and is hereby further authorised to delegate all or any of the powers conferred by this resolution to any Committee of Directors or to any Director(s), Company Secretary or any other Officer(s) of the Company as it may consider appropriate, with the power to further delegate."

3. Issue of Warrants, convertible into Equity Shares to person(s) and/or entity(ies) belonging to "Promoter and Promoter Group" and "Non-Promoter Category" 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **"Act"**), read with 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 amendment(s), modification(s), or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), as amended from time to time, and the listing agreement entered into by the Company with the Stock Exchange, i.e., National Stock Exchange of India Limited (**"NSE"**), where the Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each (**"Equity Shares"**) are listed, and subject to all other applicable rules, regulations, guidelines, circulars, notifications and clarifications issued by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**), and/or any other competent regulatory authority from time to time (collectively referred to as **"Applicable Regulatory Authorities"**), and in accordance with the enabling provisions of the Memorandum of Association (**"MOA"**) and Articles of Association (**"AOA"**) of the Company, and subject to such approvals, consents, permissions, and sanctions as may be necessary or required from time to time from the applicable Regulatory Authorities and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, and sanctions, which may be agreed to by the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to **22,02,280 (Twenty-Two Lakhs Two Thousand Two Hundred Eighty) Convertible Warrants** (**"Warrants"**) of face value Rs. 10/- each, for cash, entitling the Proposed Allottees to exercise the option to convert and get allotted, in one or more tranches, one Equity Share of Rs. 10/- each fully paid-up against each Warrant, within 18 (Eighteen) months from the date of allotment of the Warrants, at a price of Rs. 185/- (Rupees One Hundred Eighty-Five Only) {including a premium of Rs. 175/-} per Warrant (**"Warrant Issue Price"**), determined on a pre-bonus basis, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR

Regulations (**"Floor Price"**) and not less than the price determined as per the valuation report of M/s. Procurve Valux Private Limited, Registered Valuer Entity, Registration No. IBBI/RV-E/02/2025/2018, in terms of Regulation 166A of the SEBI ICDR Regulations, **aggregating to not more than Rs. 40,74,21,800/- (Rupees Forty Crores Seventy-Four Lakhs Twenty-One Thousand Eight Hundred Only)."**

"RESOLVED FURTHER THAT, the Warrants shall be offered and issued on a preferential basis (**"Preferential Issue"**) to the Proposed Allottees, who belong to the "Promoter and Promoter Group" and "Non-Promoter" category(ies), for consideration in cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations, the Act, and other applicable laws."

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Jitendra Tulshidas Kakkad	Promoter	2,00,000
2.	Vivek Tulshidas Kakkad	Promoter	2,00,840
3.	Kakkad Tulshidas Mohanlal	Promoter	3,00,000
4.	Bansi Vivek Kakkad	Promoter Group	3,00,720
5.	Kakkad Shushilaben Tulshidas	Promoter Group	5,00,720
6.	Krunal Harshukhlal Dattani HUF	Non-Promoter	75,000
7.	Dattani Harsukhlal Govindji HUF	Non-Promoter	75,000
8.	Tarun Vijaybhai Raiyani	Non-Promoter	50,000
9.	Abhi Kamlesh Doshi	Non-Promoter	75,000
10.	Zala Lovekumar Bahadursinh	Non-Promoter	1,00,000
11.	Kakkad Nayankumar Dhansukhlal	Non-Promoter	75,000
12.	Dattani Arjun Dineshbhai	Non-Promoter	50,000
13.	Somaiya Ekta Haresh	Non-Promoter	50,000
14.	Mayuri Arun Katore	Non-Promoter	25,000
15.	Shah Meet Chiragkumar	Non-Promoter	25,000
16.	Shah Chiragkumar J	Non-Promoter	25,000
17.	Ghevariya Karan Gopalbhai	Non-Promoter	75,000
Total			**22,02,280**

"RESOLVED FURTHER THAT, pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price of the Convertible Warrants to be issued on Preferential basis is fixed as **Tuesday, October 27, 2026** (**"Relevant Date"**), being 30 days prior to the date of the Extra-Ordinary General Meeting ("EGM") at which this special resolution is proposed to be passed."

"RESOLVED FURTHER THAT, the minimum price of the Equity Shares arising upon conversion of the Warrants shall not be less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The Equity Shares of the Company are frequently traded as on the Relevant Date and, since the proposed allotment exceeds five percent (5%) of the post-issue fully diluted share capital of the Company, a valuation report dated Tuesday, October 27, 2026 has been obtained from M/s. Procurve Valux Private Limited, Ahmedabad, Registration No. IBBI/RV-E/02/2025/218, a Registered Valuer Entity, and the issue price has been determined after taking into account the said valuation report."

(The valuation report is available for inspection at the Registered Office of the Company during business hours on any working day and the same can also be accessed at the Company's website i.e., https://www.shreejifmcg.com/public/assets/pdf/1793619596Signed%20Report_Shreji.pdf)."

"RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants on preferential basis to the Proposed Allottees, and the Equity Shares to be issued upon exercise of the option attached to the Warrants, shall be subject to the following terms and conditions, in addition to such other conditions as may be prescribed under applicable laws:

a. Amount payable on allotment of Warrants shall be 25% of the issue price per Warrant and the balance amount, i.e., 75% of the issue price per Warrant, shall be paid at the time of allotment of the Equity Shares pursuant to exercise of option to convert the Warrants into Equity Shares;

b. The Warrants shall be issued and allotted in dematerialised form only and within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where such allotment is subject to receipt of any approval or permission from regulatory authorities, the allotment of Warrants shall be completed within fifteen (15) days from the date of receipt of the last of such approvals/permissions, or within such extended period as may be permitted under the SEBI ICDR Regulations, as amended from time to time;

c. The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend) with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the MOA and AOA of the Company;

d. The tenure of the Warrants shall not exceed 18 (Eighteen) months from the date of allotment of the Warrants. The Proposed Allottees shall be entitled to exercise the option to convert the Warrants, in one or more tranches, for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten Only) for every Warrant, within a period of 18 (Eighteen) months from the date of allotment of such Warrants, and upon exercise of the option by the Proposed Allottees, the Company shall issue and allot the appropriate number of Equity Shares and perform all such actions as are required, including crediting the same to the respective demat accounts of the Proposed Allottees;

e. If the Warrant holder does not exercise the option to convert the outstanding Warrants into Equity Shares within 18 (Eighteen) months from the date of allotment of the Warrants, the amount paid on each such outstanding Warrant shall stand forfeited and all rights attached to such Warrants shall lapse automatically;

f. The Warrants, until exercised and converted into Equity Shares, shall not carry any voting rights or any other rights of a shareholder of the Company;

g. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957;

h. The issue of the Warrants as well as the Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority, as the case may be, including any modifications thereof from time to time;

i. Upon exercise of the option by the Proposed Allottee to convert the Warrants into Equity Shares within a period of 18 (Eighteen) months, the Equity Shares shall be allotted within a period of 15 days from the date of such exercise, in compliance with the applicable provisions of Chapter V of the SEBI ICDR Regulations;

j. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations, and the allotted Equity Shares shall be listed on the stock exchange where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals.

Further, the aforesaid Warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of the SEBI ICDR Regulations.

The pre-preferential shareholding, if any, of the Proposed Allottee(s) in the Company shall also be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

k. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations;

l. The total number of Warrants and Equity Shares offered, issued and allotted shall not exceed the number approved by the Members;

m. Upon exercise of the option and allotment of Equity Shares on conversion of the Warrants, the Warrant holders shall be entitled to Bonus Equity Shares in the ratio of 1 (One) Equity Share for every 1 (One) Equity Share so allotted, as approved under Item No. 2 of this Notice, to be allotted at the time of such conversion out of the sum reserved under Item No. 2, subject to the approval of the Members and NSE and compliance with the SEBI ICDR Regulations.

Without prejudice to the above, the issue of the Equity Shares pursuant to conversion of Warrants shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot such Equity Shares to be issued and allotted upon conversion of the said Warrants, and such Equity Shares shall be subject to the provisions of the AOA of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company".

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations."

"RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4 to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution, with a stipulation that the allotment would be made only upon receipt of in-principle approval from NSE, within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT, the application money received on the Warrants shall be kept in a separate bank account as required under Section 42(6) of the Act and shall be utilised only in accordance with the objects of the issue and applicable law."

"RESOLVED FURTHER THAT, the Company hereby takes note of the certificate received from the Practicing Company Secretary certifying that the proposed issue of Warrants is being made in compliance with the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director, Committee of the Board, or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including without limitation: issuing clarifications, resolving questions of doubt, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents (including the appointment of agencies, intermediaries and advisors for the issue), filing requisite documents with the Registrar of Companies, Depositories, Stock Exchange and other regulatory authorities, and to take such steps as may be incidental, consequential or ancillary in this connection. The decision of the Board in this regard shall be final and conclusive."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, any Director(s) or Officer(s) of the Company, including the authority to make necessary filings with the Stock Exchange and other regulatory authorities, execution of documents, representation before governmental authorities, and appointment of Consultants, Professional Advisors and Legal Advisors, for giving effect to the above resolution."

"RESOLVED FURTHER THAT, all actions already taken by the Board in connection with any of the matters referred to in or contemplated by the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects, as if the same had been done with the authority of the Members."

Registered Office:
The Spire, Office No. 1205,
150 Feet Ring Road,
Near Ayodhya Circle, Rajkot,
Gujarat, India – 360006

By order of the Board of
For Shreeji Global FMCG Limited
(Formerly known as Shreeji Agri Commodity Private Limited)

Sd/-
Jitendra Kakkad
Managing Director
DIN: 08020037

Date: October 27, 2026
Place: Rajkot

NOTES:

1. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The Extra-Ordinary General Meeting ("EGM") will be held on Thursday, November 26, 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' ("MCA") General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and No. 02/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023, No. 09/2024 dated 19th September, 2024 and No. 03/2025 dated 22nd September, 2025 (collectively, "MCA Circulars") and SEBI Circulars dated 15th January, 2021, 12th May, 2021, 13th May, 2022 and 5th January, 2023, and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.

3. All relevant documents referred to in this Notice and the Explanatory Statement shall be available for electronic inspection by the Members up to the date of the EGM and during the EGM. Members seeking to inspect such documents may send a request from their registered e-mail address to cs@shreejifmcg.com, mentioning their name, DP ID and Client ID/Folio No., as applicable.

4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Friday, October 23, 2026 ("Dispatch Cut-Off Date"). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Thursday, November 19, 2026 ("Cut-Off Date").

5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") in electronic form.

6. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

8. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to e-mail at cs@shreejifmcg.com and/ or at evoting@nsdl.co.in, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.

9. The Members can join the Extra-Ordinary General Meeting ("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 Extra-Ordinary General Meeting through VC/OAVM will be made available for 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 Extra-Ordinary General Meeting without restriction on account of first come first served basis.

10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. 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 the MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as e-voting during the Extra-Ordinary General Meeting will be provided by NSDL.

12. In line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at https://www.shreejifmcg.com/ The Notice can also be accessed from the website of National Stock Exchange of India Limited ("NSE") at https://www.nseindia.com/ and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.

13. The Extra-Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.

14. The Board of Directors has appointed CS Piyush Jethva (FCS No. 6377, C.P. No. 5452), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.

15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

The Results declared along with the Scrutinizer's Report shall be communicated to National Stock Exchange of India Limited **("NSE")** and be made available on its website at https://www.nseindia.com/.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, November 23, 2026 at 9:00 A.M. and ends on Wednesday, November 25, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, November 19, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, November 19, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. 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 options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting 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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.

	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

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

6. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to piyushrjethva@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to cs@shreejifmcg.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to (cs@shreejifmcg.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.
2. Only those Members/ shareholders, who will be 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 in the EGM.

3. Members who have voted through Remote E-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (cs@shreejifmcg.com). The same will be replied by the Company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Equity Share Capital of the Company from Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only), divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only), divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of the Members pursuant to Sections 61 and 13 of the Companies Act, 2013 and the Articles of Association of the Company. Consequently, Clause V (Capital Clause) of the Memorandum of Association will be altered to reflect the increased Authorised Share Capital.

The Memorandum of Association of the Company is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of the Extra-Ordinary General Meeting.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Board of Directors of the Company (the "Board"), at its meeting held on Tuesday, October 27, 2026, approved and recommended, subject to the approval of the Members, the issue of Bonus Equity Shares in the proportion of 1 (One) new fully paid-up Equity Share of Rs. 10/- each for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- each held. The shares will be issued to the Members whose names appear in the Register of Members or in the list of beneficial owners furnished by the Depositories as on the Record Date, to be determined by the Board.

The Bonus Issue will be made by capitalising a sum not exceeding Rs. 24,96,22,800/- out of the Securities Premium Account, General Reserves or any other permitted free reserves and surplus of the Company, as determined by the Board. This sum comprises:

a. Rs. 22,76,00,000/- towards the existing paid-up equity share capital of 2,27,60,000 Equity Shares; and
b. Rs. 2,20,22,800/- towards up to 22,02,280 Equity Shares arising on conversion of the Warrants proposed under Item No. 3 (assuming full allotment and full conversion).

As per the audited financial statements for the year ended 31st March, 2026, the balance standing to the credit of the Reserves & Surplus was Rs. 1,09,27,09,127.24/-. These are sufficient to cover the proposed capitalization.

Eligibility of Warrant Holders for Bonus Equity Shares on Conversion of Warrants

The holders of the Warrants proposed to be issued under Item No. 3 of this Notice shall be entitled and

eligible to receive Bonus Equity Shares at the time of conversion of their Warrants into Equity Shares, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- each for every 1 (One) Equity Share allotted on conversion, on the same terms as the Bonus Equity Shares issued to existing Members, subject to Shareholders, Stock Exchange and other regulatory approvals and compliance with the SEBI ICDR Regulations. A sum of Rs. 2,20,22,800/- will be reserved and kept earmarked for this purpose only. If any Warrant is not converted or lapses, the portion of the reserved sum relating to it will be released and revert to the reserve from which it was set aside. The Warrant Issue Price has been determined on a pre-bonus basis. Warrant holders shall not be entitled to Bonus Equity Shares until their Warrants are converted into Equity Shares.

The Bonus Issue is made in compliance with Section 63 of the Act, Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ICDR Regulations. The Articles of Association authorise the capitalisation of reserves. The Company has not defaulted in payment of statutory dues, or of interest or principal on deposits or debt securities, and all existing shares are fully paid-up. The Board's decision to issue Bonus Shares cannot be withdrawn once announced.

The issue is subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority(ies), and requires approval of the Members by an Ordinary Resolution under Section 63 of the Act.

Members are requested to note that the new Equity Shares allotted pursuant to the Bonus Issue shall be in dematerialised form only. For Members holding Equity Shares in physical form as on the Record Date, the Bonus Equity Shares shall be credited to a demat escrow account until requisite documents are received, and voting rights on those shares shall remain frozen.

The Board recommends the resolution at Item No. 2 for approval of the Members.

None of the Directors, KMP or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding and the consequent entitlement to Bonus Equity Shares, and, in the case of the Promoter and Promoter Group allottees under Item No. 3, their entitlement to Bonus Equity Shares on conversion of Warrants.

Item No. 3:

In accordance with Section(s) 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 **(the "Act")** and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the "SEBI ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "SEBI LODR Regulations")**, as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares **("Warrants")** on a preferential basis to the person(s) and/ or entity(ies) belong to "Promoter and Promoter Group" and "Non-Promoter" categories.

The allottee(s) have confirmed their eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to subscribe to the convertible warrants and equity shares to be issued upon the conversion of warrants into equity shares.

Further, Warrant holders are eligible for Bonus Equity Shares at the time of conversion of Warrants into Equity Shares, subject to Member and Stock Exchange approval for the Bonus Issue and the Preferential Issue (assuming full allotment and full conversion of the Warrants).

Accordingly, consent of the Members is sought for raising funds by issuing Warrants on a preferential basis in the manner detailed below.

1. Particulars of the offer including date of passing of Board resolution:

The Board of Directors, at its meeting held on Tuesday, October 27, 2026, subject to the approval of the Members and such other approvals as may be required, has approved the proposed preferential issue of up to 22,02,280 (Twenty-Two Lakhs Two Thousand Two Hundred Eighty) Warrants convertible into Equity Shares ("Warrants"), in one or more tranches, to the persons belonging to the "Promoter and Promoter Group" and "Non-Promoter" categories, for cash consideration, at a price of Rs. 185/- (Rupees One Hundred Eighty-Five Only) per Warrant (including a premium of Rs. 175/- (Rupees One Hundred Seventy-Five Only) per Warrant) (the "Warrant Issue Price"), aggregating to an amount not exceeding Rs. 40,74,21,800/- (Rupees Forty Crores Seventy-Four Lakhs Twenty-One Thousand Eight Hundred Only), on a preferential basis in accordance with Sections 42 and 62(1)(c) of the Companies Act, 2013 and the SEBI ICDR Regulations ("Preferential Issue").

2. The Objects of the issue:

The Company intends to utilize the proceeds to be raised pursuant to the Preferential Issue ("Issue Proceeds") towards meeting the working capital requirements of the Company and general corporate purposes.

Utilization of Issue Proceeds:

Considering that the Issue Proceeds in respect of the Convertible Warrants will be received by the Company in tranches and that the quantum of funds required may vary from time to time, the broad utilisation of the Issue Proceeds towards the aforesaid object is set out below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	To meet working capital requirement of the Company	32,59,37,440	Within 12 months from receipt of funds for the Convertible Warrants (as set out herein)
2.	General Corporate Purpose	8,14,84,360	
	Total	**40,74,21,800**	

Given that the Preferential Issue is for convertible warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilised for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the warrants (as set out herein).

In accordance with Clause (e) of the NSE Guidance Note issued vide Circular No. NSE/CML/2022/56 dated December 13, 2022, the Company confirms that it has put in place an appropriate framework for the interim use of issue proceeds, ensuring that such proceeds are deployed in a prudent and transparent manner pending their utilization for the stated objects of the issue.

The objects of the issue and the proposed utilization schedule are based on management estimates and prevailing commercial, technical, and market conditions. The actual utilization of issue proceeds may vary within the permissible range, depending on evolving business requirements and external factors. Any such

variation or rescheduling, if required, shall be undertaken by the Board of Directors in the best interest of the Company and its stakeholders and in full compliance with applicable laws and regulatory requirements.

In the event that the issue proceeds are not immediately or fully utilized for the stated objects within the period mentioned in the notice, the unutilized proceeds shall be carried forward and utilized in subsequent periods strictly in accordance with the approved objects of the issue and applicable regulatory provisions.

Interim Use of Issue Proceeds

Pending deployment towards the stated objects, the Company shall temporarily invest the unutilized issue proceeds in safe and liquid instruments such as deposits with scheduled commercial banks or such other instruments as may be permitted under applicable laws.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company proposes to issue up to 22,02,280 (Twenty-Two Lakhs Two Thousand Two Hundred Eighty) Convertible Warrants ("Warrants") at a price of Rs. 185/- (Rupees One Hundred Eighty-Five Only) per Warrant, including a premium of Rs. 175/- (Rupees One Hundred Seventy-Five Only) per Warrant. The Warrant Issue Price is not less than the floor price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

4. Basis on which the price has been arrived at:

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited. The equity shares of the Company are frequently traded in terms of the Regulation 164 of the SEBI (ICDR) Regulations.

Accordingly, the computation of the price per equity share has been determined as follow:

The Floor Price of Rs. 180.92/- each has been determined in accordance with the pricing formula prescribed under SEBI (ICDR) Regulations for Preferential Issue of convertible warrants, being higher of the following:

a. The 90 trading days volume-weighted average price ("VWAP'") of the equity shares of the Company quoted on the NSE preceding the relevant date i.e., Rs. 175.45/- per equity share;

b. The 10 trading days volume-weighted average price ("VWAP") of the equity shares of the Company quoted on the NSE preceding the relevant date i.e., Rs. 180.92/- per equity share;

Further, under Regulation 166A, since the proposed issue exceeds 5% of the post-issue fully diluted share capital, the price has also been determined based on a valuation report from a Registered Valuer Entity. The Valuation Report determines a value of Rs. 182.40/- per Equity Share. **The issue price of Rs. 185/- is not less than the higher of the Floor Price and such value.**

The Floor Price and the Warrant Issue Price have been determined on a pre-bonus basis. Upon allotment of 1 Bonus Equity Share for each Equity Share allotted on conversion, an allottee will receive 2 Equity Shares for the Rs. 185/- paid per Warrant.

The Valuation report dated Tuesday, October 27, 2026, issued by the Registered Valuer Entity, shall remain available for inspection by the Members of the Company at the Registered Office during business hours on any working day between 11:00 A.M. and 5:00 P.M. up to the date of the EGM.

5. The price or price band at/within which the allotment is proposed:

The price per warrant to be issued has been fixed at Rs. 185/- (Rupees One Hundred Eighty-Five Only) each, comprising a face value of Rs. 10/- (Rupees Ten Only) each and a premium of Rs. 175/- (Rupees One Hundred Seventy-Five Only) each.

Kindly refer to the above-mentioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The **"Relevant Date"** as per Chapter V of the SEBI (ICDR) Regulations, for the determination of the issue price for convertible warrants to be issued, is **Tuesday, October 27, 2026,** being 30 days prior to the date of Extra-Ordinary General Meeting ("EGM").

7. The pre issue and post issue shareholding pattern of the Company:

The pre-issue shareholding pattern of the Company as on September 30, 2026 and the post-issue shareholding pattern (considering full allotment of equity shares issued on preferential basis, before bonus) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	**Promoter and Promoter Group's Shareholding**				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,59,59,720	70.12	1,74,62,000	69.95
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	**1,59,59,720**	**70.12**	**1,74,62,000**	**69.95**
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	**0**	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	**1,59,59,720**	**70.12**	**1,74,62,000**	**69.95**
(B)	**Public shareholding**				
1	Institutions				
(a)	Mutual Funds/ UTI				
(b)	Financial Institutions/ Banks/AIF	2,00,000	0.88	2,00,000	0.80
(c)	Central Government/ State Government(s)				

(d)	Venture Capital Funds				
(e)	Insurance Companies				
(f)	Foreign Portfolio Investors	14,75,000	6.48	14,75,000	5.91
(g)	Foreign Institutional Investors				
(h)	Foreign Venture Capital Investors				
(i)	Any Other - Foreign Body Corporate				
	Sub-Total (B)(1)	**14,75,000**	**6.48**	**14,75,000**	**6.71**
B	Public Shareholding				
2	Non-institutions				
(a)	Bodies Corporate	4,40,000	1.93	4,40,000	1.76
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	22,33,280	9.81	22,33,280	8.95
II	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	17,42,000	7.65	22,92,000	9.18
(c)	Non-Resident Indians (NRIs)	95,000	0.42	95,000	0.38
(d)	Any Other (specify)	6,15,000	2.7	7,65,000	3.06
	- Clearing Member	3,35,000	1.47	3,35,000	1.34
	- Hindu Undivided Family	0	0	1,50,000	0.60
	Sub-Total (B)(2)	**51,25,280**	**22.52**	**58,25,280**	**23.34**
(B)	**Total Public Shareholding (B)= (B)(1) +(B)(2)**	**68,00,280**	**29.88**	**75,00,280**	**30.05**
	TOTAL (A)+(B)	**2,27,60,000**	**100**	**2,49,62,280**	**100.00**
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	0	0.00	0	0.00
	Sub-Total (C):	**0**	**0.00**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**2,27,60,000**	**100**	**2,49,62,280**	**100.00**

**Post-issue shareholding considers allotment of 22,02,280 Equity Shares on conversion of Warrants.*

Note:

1. The post-issue shareholding pattern is prepared on a fully diluted and pre-bonus basis. Upon allotment of Bonus Equity Shares in the ratio of 1:1, subject to Members, Stock Exchange and other regulatory approvals, the number of shares held in each category will double, with percentages remaining unchanged.
2. The post-issue shareholding pattern has been prepared on the assumption that all Proposed Allottees will exercise their Warrants and be allotted 22,02,280 Equity Shares. If any Proposed Allottee does not or is unable to subscribe, or any Warrants lapse unexercised within 18 months, the shareholding pattern will change accordingly.
3. It has further been assumed that the shareholding of the Company in all other categories will remain unchanged.
4. The Company will ensure compliance with all applicable laws and regulations, including the SEBI (ICDR) Regulations, at the time of allotment of Equity shares.

8. *Name and address of valuer who performed valuation:*

Considering that the proposed allotment constitutes more than 5% of the post-issue fully diluted share capital of the Company, the issue price of Rs. 185/- (Rupees One Hundred Eighty-Five Only) per warrant, or equity shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined on the basis of the Valuation Report dated Tuesday, October 27, 2026, issued by M/s. Procurve Valux Private Limited, Registered Valuer Entity, Ahmedabad, bearing Registration No. IBBI/RV-E/02/2025/218, in accordance with Regulation 166A of the SEBI (ICDR) Regulations **("Valuation Report")**.

The Valuation Report shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the EGM and will also be available on the Company's website at https://www.shreejifmcg.com/public/assets/pdf/1793619596Signed%20Report_Shreji.pdf.

Amount which the Company intends to raise by way of such securities:

Upto Rs. 40,74,21,800/- (Rupees Forty Crores Seventy-Four Lakhs Twenty-One Thousand Eight Hundred Only).

9. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

Convertible Warrants and Equity Shares to be issued and allotted consequent to conversion of warrants into equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 185/- (Rupees One Hundred Eighty-Five Only) per Warrant in accordance with Regulation 164 of SEBI (ICDR) Regulations to the Proposed Allottees.

The equity shares being issued and allotted consequent to conversion of warrants into equity shares shall be pari-passu with the existing equity shares of the Company.

The issue does not involve any creation of charge on the assets of the Company; hence, the principal terms of assets charged as securities are not applicable.
The issue shall be completed within the timelines prescribed under the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013, as amended from time to time.

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

The proposed allotment, if approved, shall be made to the persons/ entities identified as the proposed allottee(s), falling under the "Promoter and Promoter Group" and "Non - Promoter" category of the Company.

11. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Convertible Warrants shall be offered only to the Proposed Allottees. Except for Mr. Jitendra Tulshidas Kakkad, Mr. Vivek Tulshidas Kakkad, Mr. Kakkad Tulshidas Mohanlal, Ms. Bansi Vivek Kakkad and Ms. Kakkad Shushilaben Tulshidas who form part of the Promoter and Promoter Group Category, none of the other Promoters, Directors or Key Managerial Personnel ("KMP") of the Company intend to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Allotment.

12. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the convertible warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special

resolution by the Members for issue and allotment of the said warrants; provided, however, that where such allotment of warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee(s) to convert the warrants within a period of 18 months from the date of allotment, the equity shares arising from such conversion, shall be allotted within a period of fifteen (15) days from the date of such option, in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations.

13. *The names of the Proposed Allottee and the percentage of post-preferential offer capital that may be held by them:*

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants proposed to be issued	% of post-preferential
1.	Jitendra Tulshidas Kakkad	2,00,000	29.12
2.	Vivek Tulshidas Kakkad	2,00,840	24.30
3.	Kakkad Tulshidas Mohanlal	3,00,000	10.96
4.	Bansi Vivek Kakkad	3,00,720	1.21
5.	Kakkad Shushilaben Tulshidas	5,00,720	2.01
6.	Krunal Harshukhlal Dattani HUF	75,000	0.30
7.	Dattani Harsukhlal Govindji HUF	75,000	0.30
8.	Tarun Vijaybhai Raiyani	50,000	0.20
9.	Abhi Kamlesh Doshi	75,000	0.30
10.	Zala Lovekumar Bahadursinh	1,00,000	0.40
11.	Kakkad Nayankumar Dhansukhlal	75,000	0.30
12.	Dattani Arjun Dineshbhai	50,000	0.22
13.	Somaiya Ekta Haresh	50,000	0.20
14.	Mayuri Arun Katore	25,000	0.10
15.	Shah Meet Chiragkumar	25,000	0.11
16.	Shah Chiragkumar J	25,000	0.10
17.	Ghevariya Karan Gopalbhai	75,000	0.30
	Total	**22,02,280**	**70.43**

1. *The percentage shown is the total shareholding of the Proposed Allottee as a percentage of the post-preferential issue paid-up equity share capital of 2,49,62,280 Equity Shares. It assumes full conversion of all 22,02,280 Warrants into Equity Shares.*
2. *The percentages are calculated on a pre-bonus basis. Upon allotment of Bonus Equity Shares in the ratio of 1:1, subject to the approval of the Members, Stock Exchange and other regulatory authorities, the number of shares held by each Proposed Allottee and the total capital will both double, and the percentage holding will remain unchanged.*

14. *The change in control, if any, in the Company that would occur consequent to the preferential offer:*

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants and the equity shares issued upon their conversion.

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

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

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

Not Applicable

17. Lock-in Period:

The proposed allotment of the equity shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements in accordance with the SEBI (ICDR) Regulations.

However, in addition to the lock-in period prescribed under SEBI (ICDR) Regulations, the said equity shares pursuant to the issued and allotted conversion of warrants, shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of SEBI (ICDR) Regulations i.e. from the relevant date upto a period of 90 trading days from the date of allotment of such securities.

18. Listing:

The Company shall make an application to the Stock Exchange on which its existing equity shares are listed, for listing and trading approval of the equity shares proposed to be issued and allotted pursuant to the conversion of aforementioned warrants.

The equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects including rights in respect of dividend, voting, and all other entitlements as may be applicable.

19. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Share holding
1.	Jitendra Tulshidas Kakkad	Promoter	N.A.	70,70,000	31.06	2,00,000	72,70,000	29.12
2.	Vivek Tulshidas Kakkad	Promoter	N.A.	58,65,160	25.77	2,00,840	60,66,000	24.30
3.	Kakkad Tulshidas Mohanlal	Promoter	N.A.	24,36,000	10.70	3,00,000	27,36,000	10.96
4.	Bansi Vivek Kakkad	Promoter Group	N.A.	280	0.00	3,00,720	3,01,000	1.21

5.	Kakkad Shushilaben Tulshidas	Promoter Group	N.A.	280	0.00	5,00,720	5,01,000	2.01
6.	Krunal Harshukhlal Dattani HUF	Non-Promoter	Krunal H Dattani	0	0.00	75,000	75,000	0.30
7.	Dattani Harsukhlal Govindji HUF	Non-Promoter	Harsukhlal Govindjibhai Dattani	0	0.00	75,000	75,000	0.30
8.	Tarun Vijaybhai Raiyani	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.20
9.	Abhi Kamlesh Doshi	Non-Promoter	N.A.	0	0.00	75,000	75,000	0.30
10.	Zala Lovekumar Bahadursinh	Non-Promoter	N.A.	0	0.00	1,00,000	1,00,000	0.40
11.	Kakkad Nayankumar Dhansukhlal	Non-Promoter	N.A.	0	0.00	75,000	75,000	0.30
12.	Dattani Arjun Dineshbhai	Non-Promoter	N.A.	4,000	0.02	50,000	54,000	0.22
13.	Somaiya Ekta Haresh	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.20
14.	Mayuri Arun Katore	Non-Promoter	N.A.	0	0.00	25,000	25,000	0.10
15.	Shah Meet Chiragkumar	Non-Promoter	N.A.	3,000	0.01	25,000	28,000	0.11
16.	Shah Chiragkumar J	Non-Promoter	N.A.	0	0.00	25,000	25,000	0.10
17.	Ghevariya Karan Gopalbhai	Non-Promoter	N.A.	0	0.00	75,000	75,000	0.30

1. *The percentage shown is the total shareholding of the Proposed Allottee as a percentage of the post-preferential issue paid-up equity share capital of 2,49,62,280 Equity Shares. It assumes full conversion of all 22,02,280 Warrants into Equity Shares.*
2. *The percentages are calculated on a pre-bonus basis. Upon allotment of Bonus Equity Shares in the ratio of 1:1, subject to the approval of the Members, Stock Exchange and other regulatory authorities, the number of shares held by each Proposed Allottee and the total capital will both double, and the percentage holding will remain unchanged.*

20. <u>The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:</u>

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is same as above point no. 20.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of convertible warrants and the equity shares issued upon their conversion.

21. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The current status of the Proposed Allottees is as stated in the table under point no. 20 above, i.e., Promoter and Promoter Group (Sr. Nos. 1 to 5) and Non-Promoter (Sr. Nos. 6 to 17), and the same shall remain unchanged post the preferential issue.

22. Practicing Company Secretary's Certificate:

A certificate issued by Practicing Company Secretary, confirming that the proposed issue of Convertible Warrants is in compliance with the provisions of the SEBI (ICDR) Regulations, will be available for inspection by the Members at the Extra-Ordinary General Meeting. The certificate is also accessible on the Company's website at https://www.shreejifmcg.com/public/assets/pdf/1793700365Compliance_Certificate.pdf.

23. Undertaking:

a. Neither the Company nor any of its Directors and/or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. Accordingly, the disclosures required under the Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable;

b. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;

c. The Company is in compliance with the conditions for continuous listing and is eligible to make the present preferential issue under Chapter V of the SEBI (ICDR) Regulations;

d. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date;

e. The Company shall re-compute the price of the securities to be allotted under the preferential allotment, if so required, in terms of the provisions of SEBI (ICDR) Regulations, including Regulation 166 thereof. In the event of the amount payable on account of such re-computation is not paid within the prescribed time, the securities so allotted shall continue to remain under lock-in until such amount is paid;

f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations;

g. Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations;

h. The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

Since the Company's equity shares have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price or submit the undertaking specified under the applicable provisions of the SEBI (ICDR) Regulations.

The approval of the Members is sought to enable the Board to issue and allot the warrants **("Convertible**

warrants") on a preferential basis, to the extent and in the manner set out in the accompanying resolution and explanatory statement.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends passing of the Special Resolution set out in Item No. 2 of this Notice, for approval of the Members.

Registered Office:
The Spire, Office No. 1205,
150 Feet Ring Road,
Near Ayodhya Circle, Rajkot,
Gujarat, India – 360006

By order of the Board of
For, Shreeji Global FMCG Limited
(Formerly known as Shreeji Agri Commodity Private Limited)

Sd/-
Jitendra Kakkad
Managing Director
DIN: 08020037

Date: October 27, 2026
Place: Rajkot