



CPS SHAPERS LIMITED

(Formerly known as CPS Shapers Private Limited)

CIN: U18109MH2012PLC231749

201-204 2nd Floor Swamini Industrial Estate No.3,

Opp. Varun Industries, Nanal Nagar, Waliv,

Vasai East, Thane 401 208, Maharashtra, India.

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF C P S SHAPERS LIMITED WILL BE HELD ON THURSDAY DECEMBER 26, 2024 AT 04:00 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 201-204 2ND FLOOR SWAMINI INDUSTRIAL ESTATE NO. 3 OPP VARUN INDUSTRIES, NANAL NAGAR, WALIV VASAI EAST 401 208, THANE, MAHARASHTRA, INDIA, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEES ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (“**the Act**”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations/ SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 1,11,120 (One Lakh Eleven Thousand One Hundred Twenty) equity shares of face value of ₹ 10/- (Rupees Ten) each of the Company (“**Equity Shares**”) for cash at a price of ₹ 450 (Rupees Four Hundred Fifty) per Equity Share (including a premium of ₹ 440) per equity share aggregating upto an amount of ₹ 5,00,04,000 (Rupees Five Crores Four Thousand Only) to following persons (“**Proposed Allottees**”) by way of Preferential Issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

Sr. No	Name of the Allottee	Status of Proposed Allottees	No. of Shares	Consideration
1	Lalit Agrawal	Individual	10,200	45,90,000
2	Pankaj Prasoon HUF	HUF	45,000	2,02,50,000
3	Sapna Devang Shah	Individual	22,260	1,00,17,000
4	Rishi Kotecha	Individual	5,700	25,65,000
5	Bhavi Sanghavi	Individual	22,260	1,00,17,000
6	Kushal Agarwal	Individual	5,700	25,65,000
		Total	1,11,120	5,00,04,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, 25th November, 2024, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting scheduled to be held on Thursday, 26th December 2024.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, inter-alia, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Equity Shares so offered, issued and allotted to each of the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to each of the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval, as specified in the Regulation 167(6) of the SEBI ICDR Regulations.
- g) The Equity Shares to be allotted under the proposed Preferential Issue shall be subject to locked-in for a period of 18 months from the date of trading approval, as specified in the Regulation 167(1) of the SEBI ICDR Regulations.
- h) The Equity Shares will be listed on Emerge Platform of National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an

application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, listing of shares, filing requisite documents with the ROC Mumbai and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Thanking You,
Yours Faithfully,

**For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)**

**Sd/-
Bhawna Kumar
Whole Time Director
DIN: 03587088**

**Date: 02nd December, 2024
Place: Meerut**

NOTES

The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.

1. Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated December 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2 /CIR /P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EGM of the Company is being held through VC / OAVM.
2. Since the EGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
3. No attendance slip/route map has been sent along with this Notice as the meeting is being held through VC/OAVM.
4. Members who will be shareholders as on **Thursday, December 19, 2024** can join the EGM 15 minutes before the commencement of the meeting and until the time of the conclusion of the meeting by following the procedure mentioned in this Notice.
5. Members attending the EGM through VC/OAVM will be counted for reckoning Quorum under Section 103 of the Companies Act, 2013.
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, to the Scrutinizer at csdeepalikaushik15@gmail.com and Company at cs@dermawear.co.in and read the other instructions given below.
7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
 - i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
9. Members holding shares in Demat mode may kindly note that any request for Change in KYC i.e Change of Name, change of address or change of E-mail ID or change in Mobile No. or change in bank particulars/mandates or registration of nomination or any other changes are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
10. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare") having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India; Tel.: (022) 62638222 Email id: investor@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact to the Company having email id: cs@dermawear.co.in.

11. In compliance with the previously mentioned MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of the EGM. The Members may note that the Notice calling the EGM will also be available on the website of the Company at www.cpsshapersltd.com in Investors & News Section. The Notice of the EGM can also be accessed from the website of the National Stock Exchange of India Limited at www.nseindia.com, respectively and on the website of the Bigshare Services Private Limited i.e. www.bigshareonline.com.
12. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra-Ordinary General Meeting is **Friday, 29th November, 2024**.
13. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
14. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.
16. The Company has appointed Ms. Deepali Kaushik, an Advocate, New Delhi as scrutinizer to scrutinize the voting and the e-voting process in a fair and transparent manner.
17. The Chairman shall, at the EGM, at the end of discussion on the Resolution on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the EGM through VC/AOVM.
18. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/her in writing, who shall countersign the same and declare the result of the e-voting within 48 hours of conclusion of the EGM.
19. The Notice of the EGM shall be placed on the website of the Company till the date of EGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.cpsshapersltd.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed.

20. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, December 20, 2024 to Thursday, December 26, 2024** (both days inclusive).

21. Questions and queries:

Members seeking any information with regard to accounts or any matter placed at the EGM, are requested to write to the Company on or before **Thursday, December 19, 2024** through email on cs@dermawear.co.in . Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the cut-off date i.e. **Thursday, December 19, 2024**.

22. Speaker Registration:

Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to cs@dermawear.co.in by **Thursday, December 19, 2024**. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

23. E-voting:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the Bigshare i-Vote E-Voting System.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of **Thursday, December 19, 2024** shall be entitled to avail the facility of remote e-voting or e-voting on the day of the EGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

24. Instructions for e-voting during the EGM:

The e-voting window shall be activated upon instructions of the Chairman or the duly authorized officers during the EGM proceedings.

Only those Shareholders, who are present in the EGM and have not casted their vote on the Resolution 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.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, December 19, 2024**, are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Notice and holding shares as of the cut-off date i.e. **Thursday, December 19, 2024**, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or to the Company at cs@dermawear.co.in .

Members are requested to follow the instructions given in this notice to cast their votes through e-voting.

The detailed steps on the process and manner for remote e-voting/e-voting at the EGM and to access the VC/OAVM facility at the EGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Monday, December 23, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, December 25, 2024 at 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Thursday, December 19, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat

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

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

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

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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

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

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the EGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

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

Helpdesk for queries regarding virtual meeting:

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

**For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)**

**Sd/-
Bhawna Kumar
Whole Time Director
DIN: 03587088**

**Date: 02nd December, 2024
Place: Meerut**

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated December 02nd, 2024.

Item No 1:

The Board of Directors of the Company (“**Board**”) at its meeting held on November 28, 2024, approved raising funds aggregating up to Rs. 5,00,04,000/- (Rupees Five Crore Four Thousand Only) by way of issuance of upto 1,11,120 (One Lakh Eleven Thousand One Hundred and Twenty Only) fully paid-up Equity Shares at a face value of Rs. 10/- (Rupees Ten Only) each in one or more tranches at an issue price of Rs. 450/- (Rupees Four Hundred and Fifty Only) per equity share (including a premium of Rs. 440/- per equity share), to following persons, (referred to as “**Proposed Allottee**”), by way of a preferential issue through private placement offer (“**Preferential Issue**”), which has agreed to subscribe to the proposed Preferential Issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

Sr. No	Name of the Proposed Allotees	Status of Proposed Allotees	No. of Shares	Consideration
1	Lalit Agrawal	Individual	10,200	45,90,000
2	Pankaj Prasoon HUF	HUF	45,000	2,02,50,000
3	Sapna Devang Shah	Individual	22,260	1,00,17,000
4	Rishi Kotecha	Individual	5,700	25,65,000
5	Bhavi Sanghavi	Individual	22,260	1,00,17,000
6	Kushal Agarwal	Individual	5,700	25,65,000
		Total	1,11,120	5,00,04,000

The approval being sought under Special Resolution proposed and contained at Item No. 1 of the accompanying Notice convening the Extra Ordinary General meeting on 26th of December, 2024.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 1,11,120 (One Lakh Eleven Thousand One Hundred and Twenty Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each for cash at a price of Rs. 450 (Four Hundred and Fifty Only) each (including a premium of Rs. 440) per equity share aggregating upto to Rs. 5,00,04,000 (Rupees Five Crores Four Thousand Only) on a preferential basis to the Proposed Allottee.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

(i) Date of Board Resolution

Thursday, November 28, 2024

(ii) The total number of securities, kind of securities and price at which security is being offered:

Issuance of upto **1,11,120** (One Lakh Eleven Thousand One Hundred Twenty Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. **450** (Rupees Four Hundred and Fifty Only) per equity share, for an aggregate amount of Rs. **5,00,04,000** (Rupees Five Crores Four Hundred Only) on preferential basis.

(iii) Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects

1. Working capital Requirements;
2. Sales promotion;
3. Opening Franchisee Outlets;
4. General Corporate Purpose.

(iv) Relevant Date:

The “Relevant Date” as per SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as **Monday, 25th November 2024**, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting which is scheduled to be held on **Thursday, 26th December 2024**.

(v) Basis or justification for the price (including the premium, if any) has been arrived at

The Equity Shares of the Company are listed on the Emerge Platform of National Stock Exchange of India Limited. In accordance with Regulation 164(5) of the SEBI ICDR Regulations, for the purposes of computation of price per equity share, the shares of the Company are Frequently Traded.

Regulation 164 (1) of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164(1), the minimum price of the shares shall be the higher of:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; and
- b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

As per the above pricing formula, the minimum price at which the Equity Share shall be issued is ₹ **444.90** (Rupees Four Hundred and Forty Four Point Nine Zero Only) per Equity Share. The Company proposes to issue the Equity Share at an issue price of ₹ 450/- (Rupees Four Hundred and Fifty Only) (including premium of ₹ 440/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164(1) of the ICDR Regulations.

(vi) 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 the price

The Company has not made any preferential allotment during the current financial year 2024-25.

(vii) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue upto **1,11,120** (One Lakh Eleven Thousand One Hundred Twenty Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) for cash at a price of Rs. **450/-** (Rupees Four Hundred and Fifty Only) (including a premium of Rs. **440/-**) per equity share aggregating upto Rs. **5,00,04,000** (Rupees Five Crores Four Thousand Only).

(viii) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intent to subscribe to the proposed Preferential Issue. The Proposed allottees forms part of the Non-promoter group of the Company.

(ix) Shareholding Pattern of the Company before and after the Preferential Issue

Proposed Allottees Category	Pre Issue Equity holding		No of Shares	Post Issue Equity Holding	
Promoter & Promoter Group	1497000	71.29	0	1497000	67.70%
Public Shareholders	603000	28.71	111120	714120	32.30%
Total	2100000	100.00		2211120	100.00%

(x) Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee.

Name of the Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
			No. of Shares	% of Voting Rights		No. of Shares	% of Voting Rights
Lalit Agrawal	Non-Promoter	NA	4200	0.20%	10200	14400	0.65%
Pankaj Prasoon HUF	Non-Promoter	Mr. Pankaj Prasoon	0	0.00%	45000	45000	2.04%
Sapna Devang Shah	Non-Promoter	NA	4200	0.20%	22260	26460	1.20%
Rishi Kotecha	Non-Promoter	NA	0	0.00%	5700	5700	0.26%
Bhavi Sanghavi	Non-Promoter	NA	0	0.00%	22260	22260	1.01%
Kushal Agarwal	Non-Promoter	NA	0	0.00%	5700	5700	0.26%

(xii) Change in control

There will be no change in control of the Company consequent to the preferential issue.

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

Not applicable as the consideration for the Preferential Issue will be Cash.

(xiv) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made

As mentioned above, the Proposed Allottees are part of the non-promoter group and their status will continue, post the Preferential Issue.

(xv) Lock-in period

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

(xvi) Report of Registered Valuer

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

The Company hereby undertakes that:

- a) It would 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 re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- d) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- f) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

Practicing Company Secretary's Certificate

A certificate from **Mr. Rushabh Doshi**, Practising Company Secretary dated 29.11.2024, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at www.cpsshapersltd.com and shall be placed before the general meeting of the shareholders.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution. except to the extent of their shareholding in the Company.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

Thanking You,

Yours Faithfully,

**For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)**

**Sd/-
Bhawna Kumar
Whole Time Director
DIN: 03587088**

**Date: 02nd December, 2024
Place: Meerut**