

NOTICE

Notice is hereby given that 13th Annual General Meeting of the Members of Shellz India Limited will be held on Monday, the 29th Day of September, 2025 at 10:00 A.M. at Registered Office of the Company at 99, Main Chowk, Samajpur Delhi-110042 to transact the following business:

Ordinary business:

Item No. 1: Adoption of accounts

Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon:

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

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 2: Re-Appointment of Mrs. Shalini Garg, Non-Executive Director liable to retire by rotation.

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

"RESOLVED THAT Mrs. Shalini Garg having DIN:00006159, who retires by rotation and being eligible for re-appointment, offers herself for re-appointment."

SPECIAL BUSINESS:

Item No. 3: Adoption of Articles of Association of the Company:

To consider, and if thought fit, to pass the following Resolution as an "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association (as circulated along with notice of this meeting), in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

Item No. 4: To raise capital through an Initial Public Offering:

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

"RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**"Companies Act"**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR Regulations"**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**"GoI"**), Securities Exchange Board of India (**"SEBI"**) or Reserve Bank of India (**"RBI"**), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the **"Applicable Laws"**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed (**"the Stock Exchange"**), and subject to any approvals from the GoI, the Registrar of Companies, Delhi & Haryana (**"RoC"**), SEBI, and all other appropriate statutory authorities and departments (the **"Regulatory Authorities"**), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority, consent of the members is hereby accorded, that the Board be and is hereby granted to create, issue, issue and allot equity shares of face value of ₹ 10/- each of the Company (the **"Equity Shares"**) up to an aggregate of Rs.50 Crores pursuant to a fresh issue (the **"Fresh Issue"**), at a price to be determined in consultation with the book running lead manager appointed in respect of the Issue (**"BRLM"**), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development



financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the “Investors”) by way of the Issue in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board in consultation with the BRLM through an issue document, prospectus and/or an Offering memorandum, as required, and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchange an over subscription, to the extent of 10% of the Issue may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.”

“RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Issue shall be listed at SME Platform of BSE (BSE SME).”

“RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions a, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue, listing on BSE SME as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue, and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in



consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

**By order of the Board of Directors
For Shellz India Limited**

A circular blue ink stamp of Shellz India Limited, Delhi. The text "SHELLZ INDIA LIMITED" is written around the perimeter, and "DELHI" is in the center. A signature is written across the stamp.
Kapil Garg
Managing Director
DIN: 00006050

Date: 07.09.2025
Place: Delhi

NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies in order to be effective must be duly filled, signed, and lodged at the registered office not less than 48 hours before the commencement of the Meeting.
4. Institutional /Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its certified true copy of Board or governing body Resolution/ Authorization/Power of Attorney etc., along with the specimen signature of the authorized representative who is authorized to attend the AGM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@shellz.in.
5. Members who have not registered/updated their email addresses with the Company are requested to register/update their e-mail addresses by writing to the Company along with their details and folio number at cs@shellz.in.
6. Members are requested to bring their duly filled attendance slip along with the copy of the annual report to the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days between 9.30 A.M. and 6.00 P.M. up to and including the date of the AGM and at the AGM venue.
9. In the case of joint holders attending the meeting, the first in the order of names will be entitled to vote.
10. Members requested to notify the company immediately of any change in their address to the company at the registered office.
11. Members holding multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholders into one folio.
12. Route Map of venue of the meeting is enclosed.



Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3: Adoption of Articles of Association of the Company:

The Company proposes to adopt a new set of Articles of Association ("AOA") in substitution of the existing AOA. The new AOA aligns with the provisions of the Companies Act, 2013 and Depositories Act, 1996. Since, the Company is preparing for listing its equity shares on SME platform of a recognized stock exchange in India, therefore to facilitate such potential listing, the AOA must be aligned with the corporate governance norms applicable to listed entities. The proposed AOA incorporates provisions required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It also includes enabling provisions to comply with norms issued by SEBI from time to time. The new AOA also provides for electronic maintenance and transfer of securities in accordance with depository system rules.

Furthermore, the New Articles incorporate best practices in corporate governance, ensuring that the Company is managed in a fair, transparent, and accountable manner.

The existing articles of association of the Company and the draft of proposed articles of association is available for inspection of the Members in the manner as set out in the notes to this notice.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution set out at Item No. 3 for the approval of the members of the Company by a special resolution.

**By order of the Board of Directors
For Shellz India Limited**


Kapil Garg
Managing Director
DIN: 00006050

Date: 07.09.2025
Place: Delhi

Item No. 4: To raise capital through an Initial Public Offering:

The Company intends to list its equity shares (Equity Shares) on Bombay Stock Exchange to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Issue"). The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the book running lead manager and other advisors in relation to the Issue and subject to applicable regulatory approvals.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

The Company proposes to offer and allot equity shares of the Company of face value of ₹ 10/- (the "Equity Shares") each up to an aggregate of ₹ 50 Crore, (the "Issue") on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with book running lead manager appointed for the Issue, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Issue shall in all respects rank pari passu with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with BSE SME in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The Price at which the Equity Shares will be allotted through the Issue, as well as the price band within which bidders in the Issue will be able to put in bids for Equity Shares offered in the Issue shall be determined and finalised by the Company in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Issue.

None of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

The Board recommends this resolution for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity



Shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended

By order of the Board of Directors
For Shellz India Limited



Kapil Garg
Managing Director
DIN: 00006050

Date: 07.09.2025
Place: Delhi

ROUTE MAP TO THE VENUE OF THE 13TH ANNUAL GENERAL MEETING
AGM Venue: 99, Main Chowk, Samaipur, Delhi – 110042

(Pursuant to Secretarial Standard-2)



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U15490DL2012PLC235397

Name of the company: Shellz India Limited

Registered office: 99, Main Chowk, Samaipur, Delhi – 110042

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him

2. Name :
Address :
E-mail Id :
Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual general meeting of the company, to be held on the 29th day of September, 2025 at 10 A.M. at Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of
1.	Adoption of accounts.
2.	Re-Appointment of Mrs. Shalini Garg, Non-Executive Director liable to retire by rotation.
3.	Adoption of New Articles of Association of the Company.
4.	To raise capital through an Initial Public Offering.

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of Re. 1

Note: This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Attendance Slip

(To be handed over at the entrance of the meeting hall)

I/We hereby record my/our presence at the 13th Annual General Meeting of Shellz India Limited, to be held on Monday, the 29th Day of September, 2025 at 10:00 A.M. at Registered Office of the Company at 99, Main Chowk, Samaipur Delhi-110042.

Member's/Proxy's Signature:

Member's/Proxy's full name:

Folio No/ Client Id :

No of shares held:

