



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Annual General Meeting** of the members and shareholders of **SHAKTI PRESS LTD.** will be held on Friday, 26th September 2025 at 12.30 PM (IST), through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon;

Special Business:

2. TO CONSIDER AND APPROVE THE APPOINTMENT OF EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the Section 152 of the Companies Act, 2013 and the Rules made thereunder Subrat Prithwishchandra Banerjee (DIN: 02889942) be and is hereby appointed as Executive Director of the Company at a salary of Rs. 25000 p.m inclusive incentives and perquisites as the company policies.

FURTHER RESOLVED the company to issue an appointment letter outlining the responsibilities and duties as the executive director of the company. The main responsibility post appointment shall be managing the factory of the company

FURTHER RESOLVED that Mr. Raghav Kailashnath Sharma (DIN: 00588740) Managing Director of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

3. TO CONSIDER AND APPROVE APPOINTMENT OF INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Pradip Sudhakarao Channe (DIN: 01589836), be and is hereby appointed as Director (Non-Executive, Independent Director) with effect from passing of this



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resolution, pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

FURTHER RESOLVED that Mr. Raghav Kailashnath Sharma (DIN: 00588740) Managing Director of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.”

4. TO CONSIDER AND APPROVE APPOINTMENT OF SECRETARIAL AUDITOR

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

“**RESOLVED THAT** pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) thereof, for the time being in force read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Jain Paranjape & Associates, Practicing Company Secretaries [Firm Registration No. P2015MH041200; Peer Review No. 2214/2022] be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years commencing from April 01, 2025 and ending on March 31, 2030, on such remuneration as may be mutually agreed upon between the Managing Director & CEO and the Secretarial Auditors.”

“**RESOLVED FURTHER THAT** Mr. Raghav Kailashnath Sharma (DIN: 00588740) Managing Director, be and is hereby authorised to do such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the



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Authorized Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,00,000 (Three Lakh) Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 16,53,00,000/- (Rupees Sixteen Crore Fifty-Three Lakh Only) divided into 1,35,30,000 (One Crore Thirty-Five Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,00,000 (Three Lakh) Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share capital of the Company is Rs. 16,53,00,000/- (Rupees Sixteen Crore Fifty-Three Lakh Only) divided into 1,35,30,000 (One Crore Thirty-Five Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,00,000 (Three Lakh) Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT any of directors of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

4. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT UPTO 1,00,00,000 CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS:

To consider, and if thought fit, to pass 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 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with 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 Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from

time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot up to 1,00,00,000 Fully Convertible Equity Warrants at an issue price of Rs 27.25 per Convertible Equity Warrant including premium of Rs. 17.25/- per Convertible Equity Warrant aggregating upto Rs 27,25,00,000/- (Twenty-Seven Crore Twenty- Five Lakh only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid-up equity shares of the company of face value of Rs. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottees	No. of Equity Warrant proposed to be issued	Category
1.	DEEP KETAN NAYAK	21,00,000	Public - Non -Institutional - Resident Individual
2.	PARTH ARVINDBHAI TALAVIYA	1,25,000	Public - Non -Institutional - Resident Individual
3.	CHIRAG JAYSUKHBHAI NASIT	1,30,000	Public - Non -Institutional - Resident Individual
4.	SUHAGIA BHANUBHAI NAGJIBHAI	20,55,000	Public - Non -Institutional - Resident Individual
5.	VIJYABEN BHANUBHAI SUHAGIA	10,25,000	Public - Non -Institutional - Resident Individual
6.	SAMIR BHANUBHAI SUHAGIA	1,34,000	Public - Non -Institutional - Resident Individual
7.	SAROJ SAMIR SUHAGIA	1,31,000	Public - Non -Institutional - Resident Individual
8.	PRIYANK PANCHAL	18,00,000	Public - Non -Institutional - Resident Individual
9.	RUDRA BHARGAV SUHAGIA	1,25,000	Public - Non -Institutional - Resident Individual
10.	CHAUDHARY BHARTIBEN J	2,00,000	Public - Non -Institutional - Resident Individual
11.	MAHENDRABHAI	4,00,000	Public - Non -Institutional - Body corporate
12.	RAJAN JHAVERI	1,00,000	Public - Non -Institutional - Resident Individual
13.	SHYAMAKANT RAMSAKAL TIWARI	1,00,000	Public - Non -Institutional - Resident Individual
14.	INDU PASARI	1,00,000	Public - Non -Institutional -

			Body corporate
15.	AJAY KRISHANLAL SAHANI	1,00,000	Public - Non -Institutional - Resident Individual
16.	CHINTESH ASHOK INGOLE	1,00,000	Public - Non -Institutional - Resident Individual
17.	SANTOSH MOURYA	1,00,000	Public - Non -Institutional - Resident Individual
18.	ASHISH AGRAWAL	1,00,000	Public - Non -Institutional - Resident Individual
19.	RACHIT AGRAWAL	1,00,000	Public - Non -Institutional - Resident Individual
20.	DEEP KARAMCHANDANI	1,00,000	Public - Non -Institutional - Resident Individual
21.	MANISHA JAIN	1,00,000	Public - Non -Institutional - Resident Individual
22.	CHANDRAKALA TOSHNIWAL	1,00,000	Public - Non -Institutional - Resident Individual
23.	ABHISHEK CHHAJED	6,75,000	Public - Non -Institutional - Resident Individual
	TOTAL	1,00,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrants is Tuesday, August 26, 2025 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

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

- Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the warrant issue price which shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).
- The Proposed Allottees shall pay the consideration of Equity Warrants convertible into equity

shares to the company from their respective bank accounts and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.

- d) The Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
- h) In the event the Equity Warrant Holder(s) Equity do not exercise Warrants within the Equity Warrant Exercise Period (i.e. 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.
- j) The issue of Equity Warrants arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
- l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors



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of the company, be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, 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 shall be final and conclusive.

RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

Date: 04.09.2025
Place: Nagpur

By order of the Board,
SHAKTI PRESS LTD.

Sd/-
RAGHAV KAILASHNATH SHARMA
MANAGING DIRECTOR
DIN: 00588740

IMPORTANT NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself/ herself and the proxy need not be a member of the company.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before



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the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed to this Notice.

4. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Tuesday, 26th August, 2025 as the Record Date (i.e. cutoff date) for taking records of the Members of the Company for the purpose of 32nd Annual General Meeting.

5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.

6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.

7. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.

9. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to have the information ready at the meeting.

10. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.

11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository



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Participants by the members well in time.

12. In the case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).

14. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2024-2025 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.shaktipresalimited.com/ and on the website of Bombay Stock Exchange of India (BSE) <https://www.bseindia.com/> As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

15. E- VOTING PROCESS:

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 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the



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Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or www.shaktipresalimited.com.

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

The remote e-voting period begins at **9.00 a.m. on Tuesday, 23rd September, 2025 and ends at 5:00 p.m. on Thursday, 25th September, 2025**. 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. **Friday, 19th September, 2025** 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 **Friday, 19th September, 2025**.

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	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <p>Visit URL: https://instavote.linkintime.co.in</p>
Shareholders who have not registered for INSTAVOTE facility:	<p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID.</p>

	<p>Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>*Shareholders holding shares in NSDL form, shall provide 'D' above **Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>❖ Enter Image Verification (CAPTCHA) Code</p> <p>❖ Click "Submit" (You have now registered on InstaVote).</p>
Shareholders who have registered for INSTAVOTE facility:	<p>Click on "Login" under 'SHARE HOLDER' tab.</p> <p>A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit"</p> <p>Cast your vote electronically:</p> <p>A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear.</p>

	<p>D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.</p> <p>A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Investor Mapping"** tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 'Investor PAN' - Enter your 10-digit PAN.
 - 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Votes Entry”** tab under the Menu section.
- Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select **“View”** icon for **“Company’s Name / Event number”**.
- E-voting page will appear.
- Download sample vote file from **“Download Sample Vote File”** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Individual Shareholders (holding securities in demat mode) login	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL
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through their depository participants	Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. 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.
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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.: 022 - 4886 7000 and 022 - 2499 7000
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 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.



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Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

B) Login Method for e-Voting and joining virtual meeting 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.

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.

4. 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 <u>For example</u> , 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 <u>For example</u> , 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 <u>For example</u> , if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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.

6. 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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



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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 csabprofessional@gmail.com Please mention the e-mail ID of Scrutinizer> 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 to (Name of NSDL Official) 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

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), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). 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 AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.

b) Select the “Company” and ‘Event Date’ and register with your following details:



A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Date: 04.09.2025
Place: Nagpur

By order of the Board,
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Sd/-

RAGHAV KAILASHNATH SHARMA
MANAGING DIRECTOR

DIN: 00588740

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

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 2: TO CONSIDER AND APPROVE APPOINTMENT OF EXECUTIVE DIRECTOR

The Board of Directors of the Company has appointed Subrat Prithwishchandra Banerjee (DIN: 02889942) as Executive Director of the Company for a term of 5 consecutive years with effect from this Annual General Meeting.

Mr. Subrat Prithwishchandra Banerjee has given his consent to act as Executive Director of the Company. Further as per the declarations received by the Company, Mr. Subrat Prithwishchandra Banerjee is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013.

Considering the above facts, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Executive Director for a period of five consecutive years with effect from date of passing of this resolution.

The Board of Directors recommends the Resolution as set out in item No. 2 to be passed as Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

ITEM NO. 3: TO CONSIDER AND APPROVE APPOINTMENT OF INDEPENDENT DIRECTOR

The Board of Directors of the Company has appointed Pradip Sudhakarao Channe (DIN: 01589836) as Independent Director (Non-Executive) of the Company for a term of 5 consecutive years with effect from this Annual General Meeting.

Mr. Pradip Sudhakarao Channe has given his consent to act as Independent Director (Non-Executive) of the Company. Further as per the declarations received by the Company, Mr. Pradip Sudhakarao Channe is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013.



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Considering the above facts, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Executive Director for a period of five consecutive years with effect from date of passing of this resolution.

The Board of Directors recommends the Resolution as set out in item No. 3 to be passed as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

ITEM NO. 4: TO CONSIDER AND APPROVE APPOINTMENT OF SECRETARIAL AUDITOR

The Board of Directors at its meeting, has approved the appointment of M/s. Jain Paranjape & Associates, Practicing Company Secretaries [Firm Registration No. P2015MH041200; Peer Review No. 2214/2022] as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s. Jain Paranjape & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and possess a valid peer review certificate. M/s. Jain Paranjape & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. Jain Paranjape & Associates has further furnished a declaration that they have not taken up any prohibited non- secretarial audit assignments for the Company, its holding and subsidiary companies.

The Board of Directors recommends the Resolution as set out in item No. 4 to be passed as Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

ITEM NO. 3: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The existing Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,00,000 (Three Lakh) Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.



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The Board in its Meeting held on August 30, 2025 approved and recommended increasing the Authorised Share Capital to Rs. 16,53,00,000/- (Rupees Sixteen Crore Fifty-Three Lakh Only) divided into 1,35,30,000 (One Crore Thirty-Five Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,00,000 (Three Lakh) Non- Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 3 for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

ITEM NO. 4: TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT UPTO 1,00,00,000 CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRANCHES BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 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 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 "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 1,00,00,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 27.25/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that.

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed	Category	No. of Equity	% of equity	Ultimate
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	Allottee		Shares already Held	shares held by proposed allottee	Beneficial Owner
1.	DEEP KETAN NAYAK	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
2.	PARTH ARVINDBHAI TALAVIYA	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
3.	CHIRAG JAYSUKHBHAI NASIT	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
4.	SUHAGIA BHANUBHAI NAGJIBHAI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
5.	VIJYABEN BHANUBHAI SUHAGIA	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
6.	SAMIR BHANUBHAI SUHAGIA	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
7.	SAROJ SAMIR SUHAGIA	Public - Non Institutional - Resident Individual	7,840	0.22	Not Applicable
8.	PRIYANK PANCHAL	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
9.	RUDRA BHARGAV SUHAGIA	Public - Non Institutional - Resident Individual	33,336	0.95	Not Applicable
10.	CHAUDHARY BHARTIBEN J	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
11.	MAHENDRABHAI	Public - Non Institutional -	NIL	-	Not Applicable

		Resident Individual			
12.	RAJAN JHAVERI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
13.	SHYAMAKANT RAMSAKAL TIWARI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
14.	INDU PASARI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
15.	AJAY KRISHANLAL SAHANI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
16.	CHINTESH ASHOK INGOLE	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
17.	SANTOSH MOURYA	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
18.	ASHISH AGRAWAL	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
19.	RACHIT AGRAWAL	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
20.	DEEP KARAMCHANDANI	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
21.	MANISHA JAIN	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable
22.	CHANDRAKALA TOSHNIWAL	Public - Non Institutional - Resident	NIL	-	Not Applicable



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		Individual			
23.	ABHISHEK CHHAJED	Public - Non Institutional - Resident Individual	NIL	-	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on August 26, 2025.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of fully convertible equity warrants are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at their meeting held on Saturday, August 30, 2025, subject to the approval of the Members in the AGM and such other approvals as may be required, approved the issuance of up to 1,00,00,000 Convertible Equity Warrants at issue price of Rs. 27.25/- per Equity Warrant, aggregating up to Rs 27,25,00,000/- (Twenty-Seven Crore Twenty-Five Lakh only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:

Up to 1,00,00,000 Convertible Equity Warrants at an issue price of Rs 27.25/- per Equity Warrant, up to Rs 27,25,00,000/- (Twenty-Seven Crore Twenty-Five Lakh only).

iii) Objects of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for the below-mentioned purposes (not necessarily in the same order):



i) For working capital requirements

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

The allotment is proposed to be made under the category of Non-Promoters/ Public on Preferential basis

v) Maximum number of specified securities to be issued:

1,00,00,000 Convertible Equity Warrants.

vi) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Tuesday, August 26, 2025, being the date 30 days prior to the date of AGM.

vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 27.20/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of convertible warrant and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 26.73/- per share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 24.84/- per share
- c. Floor Price in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations-27.20/- per share
- d. The price determined by the valuation report dated August 29, 2025 issued by JANAK JAGJIVAN SHAH, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11559): Rs. 27.20/- per share.

The Board proposes to issue the warrant at a price of Rs. 27.25/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it



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justified considering current scenario of the Company etc.

The Link of valuation reports link is www.shaktipresalimited.com

viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters of the issuer does not intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors does not intent to contribute for the furtherance of the objects.

ix) Pre and Post Preferential issue Shareholding pattern of the Company

The Equity Warrants are proposed to be allotted to the Non-promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	Pre-Issue Equity Shares		Post Issue Equity Shares	
	Total No. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding			-	
Indian Promoters/Promoter Group				
Individuals / HUF	1003717	28.51	1003717	7.42
Bodies Corporate	683058	19.40	683058	5.05
Sub Total	1686775	47.92	1686775	12.48
Foreign Promoters/Promoter Group	-		-	
Total Shareholding of Promoter and Promoter Group	1686775	47.92	1686775	12.48
Non-Promoters shareholding				
Institutions	-			
Banks / Other FI	4260	0.12	4260	0.03
Sub Total	4260	0.12	4260	0.03
Central Government / State Government(s)				
State Government / Governor	83146	2.36	83146	0.61



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Sub Total	83146	2.36	83146	0.61
Non- Institutions				
Bodies Corporate	153916	4.37	153916	1.14
Resident Individuals	1417535	40.27	11417535	84.45
NRIs	15231	0.43	15231	0.11
Any other	159337	4.53	159337	1.18
Sub Total	1746019	49.60	11746019	86.88
Total Non-Promoters' Shareholding	1833425	52.08	11833425	87.52
GRAND TOTAL	3520200	100.00	13520200	100.00

Note:

- 1) The Pre-Issue Shareholding Pattern is based on Benpos as on Friday, August 26, 2025.
- 2) *The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
- 3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 1,00,00,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

x) Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

Sr. No	Proposed Allottee	Category	Ultimate Beneficial	No. of Warrants	*Post Preferentia	Holding%
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.			Owners	issued	I share Capital that may be held by proposed allottees		
						Pre-Preferential	*Post-Preferential
1.	DEEP KETAN NAYAK	Public - Non-Institutional - Resident Individual	Not Applicable	21,00,000	21,00,000	0	15.53
2.	PARTH ARVINDBHAI TALAVIYA	Public - Non-Institutional - Resident Individual	Not Applicable	1,25,000	1,25,000	0	0.92
3.	CHIRAG JAYSUKHBHAI NASIT	Public - Non-Institutional - Resident Individual	Not Applicable	1,30,000	1,30,000	0	0.96
4.	SUHAGIA BHANUBHAI NAGJIBHAI	Public - Non-Institutional - Resident Individual	Not Applicable	20,55,000	20,55,000	0	15.19
5.	VIJYABEN BHANUBHAI SUHAGIA	Public - Non-Institutional - Resident Individual	Not Applicable	10,25,000	10,25,000	0	7.58
6.	SAMIR BHANUBHAI SUHAGIA	Public - Non-Institutional - Resident Individual	Not Applicable	1,34,000	1,34,000	0	0.99
7.	SAROJ SAMIR SUHAGIA	Public - Non-Institutional - Resident Individual	Not Applicable	1,31,000	1,38,840	0.22	1.02
8.	PRIYANK	Public -	Not	18,00,00	18,00,000	0	13.31

	PANCHAL	Non-Institutional - Resident Individual	Applicable	0			
9.	RUDRA BHARGAV SUHAGIA	Public - Non-Institutional - Resident Individual	Not Applicable	1,25,000	1,58,336	0.95	1.17
10.	CHAUDHARY BHARTIBEN J	Public - Non-Institutional - Resident Individual	Not Applicable	2,00,000	2,00,000	0	1.47
11.	MAHENDRABHAI	Public - Non-Institutional - Resident Individual	Not Applicable	4,00,000	4,00,000	0	2.95
12.	RAJAN JHAVERI	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
13.	SHYAMAKANT RAMSAKAL TIWARI	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
14.	INDU PASARI	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
15.	AJAY KRISHANLAL SAHANI	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
16.	CHINTESH ASHOK INGOLE	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
17.	SANTOSH	Public -	Not	1,00,000	1,00,000	0	0.73

	MOURYA	Non-Institutional - Resident Individual	Applicable				
18.	ASHISH AGRAWAL	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
19.	RACHIT AGRAWAL	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
20.	DEEP KARAMCHANDANI	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
21.	MANISHA JAIN	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
22.	CHANDRAKALA TOSHNIWAL	Public - Non-Institutional - Resident Individual	Not Applicable	1,00,000	1,00,000	0	0.73
23.	ABHISHEK CHHAJED	Public - Non-Institutional - Resident Individual	Not Applicable	6,75,000	6,75,000	0	4.99

*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company

xii) The current and proposed status of the allottees post the preferential issues namely, non-promoter:

Sr. No.	Proposed Allottee	Status pre-Issue	Status post-Issue	No. of Warrants issued

1.	DEEP KETAN NAYAK	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	21,00,000
2.	PARTH ARVINDBHAI TALAVIYA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,25,000
3.	CHIRAG JAYSUKHBHAI NASIT	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,30,000
4.	SUHAGIA BHANUBHAI NAGJIBHAI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	20,55,000
5.	VIJYABEN BHANUBHAI SUHAGIA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	10,25,000
6.	SAMIR BHANUBHAI SUHAGIA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,34,000
7.	SAROJ SAMIR SUHAGIA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,31,000
8.	PRIYANK PANCHAL	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	18,00,000
9.	RUDRA BHARGAV SUHAGIA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,25,000
10.	CHAUDHARY BHARTIBEN J	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	2,00,000
11.	MAHENDRABHAI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	4,00,000
12.	RAJAN JHAVERI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
13.	SHYAMAKANT RAMSAKAL TIWARI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
14.	INDU PASARI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
15.	AJAY KRISHANLAL SAHANI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
16.	CHINTESH ASHOK INGOLE	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
17.	SANTOSH MOURYA	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
18.	ASHISH AGRAWAL	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
19.	RACHIT AGRAWAL	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
20.	DEEP KARAMCHANDANI	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
21.	MANISHA JAIN	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000



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22.	CHANDRAKALA TOSHNIWAL	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	1,00,000
23.	ABHISHEK CHHAJED	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	6,75,000

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

The allotment is proposed to be made for consideration in cash.

xiv) Intimation on conversion of securities or on lapse of the tenure of the instrument:

1,00,00,000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment of warrants. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

xv) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

xvi) Lock-in Period:

The Equity Warrants and the Equity Shares allotted on account of the exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

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

NIL

xviii) Material terms of raising such warrants:

As mentioned in the proposed resolution.

xix) Undertakings:



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- a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.
- b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

xx) Certificate from Practicing Company Secretary:

The certificate from M/s. Jain Paranjape & Associates, Practicing Company Secretary (Membership No. 9998) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link www.shaktipresalimited.com.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Thursday, September 25, 2025.

Date: 04.09.2025
Place: Nagpur

By order of the Board,
SHAKTI PRESS LTD.

Sd/-
RAGHAV KAILASHNATH SHARMA
MANAGING DIRECTOR
DIN: 00588740