



SHIVALIK RASAYAN LIMITED

Registered Office: Kolhupani, P.O. Chandanwari, Dehradun - 248 007
Corporate Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110 019
CIN: L24237UR1979PLC005041 | Website: www.shivalikrasayan.com |
E-Mail: cs@shivalikrasayan.com
Phone: +91 11 47589500

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Shivalik Rasayan Limited (the Company) will be held on Thursday, the 31st day of May, 2018 at ISKON Temple Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110065 at 11.00 A.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 – ISSUANCE OF 44,00,000 EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Board to offer, issue and allot an aggregate of 44,00,000 (Forty Four Lakhs) Equity Shares of face value of Rs.5/- (Rupees Five only) each preferential basis for cash at an issue price of **Rs.326/- (Rupees Three Hundred and Twenty Six Only) per Share**, including a securities premium of Rs. 321- per Share, or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, to the persons belonging to the Promoter & Non- Promoter Category (“**Proposed Allottees**”), as under:

| Sr. No | Name of Allottee | Category | No. of Shares * |
|---------------|--|-----------------|------------------------|
| 1 | Growel Wellness Innovations Limited (Formerly known as Growel Capital Services Private Limited) | Promoter | 7,46,000 |
| 2 | NIAM International Private Limited | Promoter | 20,000 |
| 3 | Kim Ginnerup Aps | Public | 4,00,000 |
| 4 | Casper Tingkaer Holding APS | Public | 1,00,000 |
| 5 | Eric Aarestrup Sorensen | Public | 1,00,000 |
| 6 | FFC 3 APS | Public | 50,000 |
| 7 | Akshay Kant Chaturvedi | Public | 5,000 |
| 8 | Aditya Shrawat | Public | 20,000 |
| 9 | Ramit Madan | Public | 30,000 |
| 10 | Gautam Madan | Public | 30,000 |
| 11 | Geetika Madan | Public | 32,000 |
| 12 | Abhishek Bansal | Public | 60,000 |
| 13 | Manju Bansal | Public | 30,000 |
| 14 | Harsh Bansal | Public | 5,000 |
| 15 | Narinder Kapoor | Public | 30,000 |
| 16 | Raunak Gupta | Public | 10,000 |
| 17 | MLC Industries Private Limited | Public | 10,000 |
| 18 | Sanjeev Mittal | Public | 20,000 |
| 19 | Bhagirathi Gupta | Public | 10,000 |
| 20 | Ashok Kumar Bansal | Public | 10,000 |
| 21 | Nitin Kohli | Public | 10,000 |
| 22 | Ravinder Kumar Gulati | Public | 10,000 |
| 23 | Varun Sharma | Public | 10,000 |
| 24 | Neelam Jain | Public | 10,000 |
| 25 | Amita Jain | Public | 17,200 |
| 26 | Ankush Gupta | Public | 10,000 |
| 27 | SubodhGoel | Public | 10,000 |
| 28 | AlkaGoel | Public | 10,000 |
| 29 | SubodhGoel (HUF) | Public | 10,000 |
| 30 | S. S. Seema | Public | 1,00,000 |
| 31 | Rajendra Kumar Sreemal | Public | 9,300 |
| 32 | Ajay Bagga, jointly with RajitaKulkarni | Public | 15,400 |
| 33 | PraseedhaRajagopal | Public | 15,400 |
| 34 | Ashis Dey | Public | 15,700 |
| 35 | PankajVisabhai Shah | Public | 12,300 |
| 36 | Manish Kumar Jain | Public | 7,700 |
| 37 | AmalBhupendra Shah, jointly with Geeta Amal Shah and VarunAmal Shah | Public | 12,300 |
| 38 | Shweta Agarwal | Public | 7,700 |
| 39 | ShilpaAgrawal | Public | 7,700 |
| 40 | Urmil Shaileshbhai Shah | Public | 7,700 |
| 41 | KishorekumarNanajiSonekar | Public | 9,300 |
| 42 | MurtazaHasanDariwala, jointly with Mohamed Husain Dariwala | Public | 15,400 |
| 43 | Healkraft Pharma India Private Limited | Public | 9,300 |
| 44 | Pawan Sharma | Public | 15,400 |
| 45 | UshadeviBetala | Public | 7,700 |
| 46 | Koshy Philip | Public | 15,400 |
| 47 | RushikeshSrihariKanthamani | Public | 7,700 |
| 48 | Shilpi Chatterjee | Public | 7,700 |
| 49 | Maitreya Shah | Public | 7,700 |
| 50 | K Neelima Devi | Public | 61,400 |
| 51 | T S R Prasad | Public | 15,400 |

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| 52 | A Nagesh | Public | 7,700 |
| 53 | Y Prabhakar | Public | 7,700 |
| 54 | Amitabh Chatterjee | Public | 7,700 |
| 55 | Parth Gandhi | Public | 7,700 |
| 56 | Sunil Kothari | Public | 9,300 |
| 57 | SaakeetaFinstockPrivate Limited | Public | 7,700 |
| 58 | VikashChikani | Public | 7,700 |
| 59 | Arun Kumar Mukherjee | Public | 6,900 |
| 60 | Anshuman Ray | Public | 15,400 |
| 61 | K S Priyan | Public | 15,400 |
| 62 | Aatif Khan | Public | 7,700 |
| 63 | JagdishRao | Public | 7,700 |
| 64 | Awdhesh Kumar | Public | 7,700 |
| 65 | Allianz Biosciences Private Limited | Public | 10,000 |
| 66 | MasoodHasanDariwala | Public | 20,000 |
| 67 | Abhijit JayeshChokshi | Public | 5,000 |
| 68 | JayeshGovinddasChokshi | Public | 10,000 |
| 69 | DharmishtaGovinddasChokshi | Public | 10,000 |
| 70 | Adesh Ventures LLP | Public | 1,00,000 |
| 71 | Manish RasiklalMansata | Public | 25,000 |
| 72 | BhaveshDipakkumar Shah, jointly with BinitaBhavesh Shah | Public | 3,000 |
| 73 | DivyeshKishor Shah (HUF) | Public | 3,000 |
| 74 | Chetan Bhupendra Shah, jointly with Urvi Chetan Shah | Public | 3,000 |
| 75 | Sarla Mahesh Kothari, jointly with Vishal Mahesh Kothari | Public | 3,000 |
| 76 | Sunil Amarnath Mehta | Public | 11,000 |
| 77 | AlpnaVarshney | Public | 50,000 |
| 78 | Amit Shivani | Public | 8,000 |
| 79 | Gems Wealth Advisory Private Limited | Public | 8,000 |
| 80 | Augstine Joseph | Public | 4,000 |
| 81 | Vinit Raman Karani | Public | 10,000 |
| 82 | Jekin Raman Karani | Public | 10,000 |
| 83 | Rakesh Laroia | Public | 20,000 |
| 84 | Amit Gunchandra Mehta | Public | 20,000 |
| 85 | Panna Mehta | Public | 10,000 |
| 86 | Amarchand HUF | Public | 43,000 |
| 87 | Vimalchand HUF | Public | 43,000 |
| 88 | Mohan Kawar | Public | 83,000 |
| 89 | Sumit Kumar | Public | 7,700 |
| 90 | B. V. Rudra Murthy | Public | 40,000 |
| 91 | Priyanka JineshGanna | Public | 10,000 |
| 92 | Kiran Kumar | Public | 10,200 |
| 93 | TangutoorUdaya Raj | Public | 46,000 |
| 94 | UttamChunnilal Jain | Public | 15,400 |
| 95 | Kusum Poddar | Public | 23,000 |
| 96 | Alpesh Rajesh Modi HUF | Public | 9,300 |
| 97 | Keynote Commodities Limited | Public | 46,100 |
| 98 | InduGolecha | Public | 30,700 |
| 99 | Daksha V Jain | Public | 38,400 |
| 100 | P Srikanth | Public | 30,700 |
| 101 | FL Dadabhoy, jointly with P F Dadabhoy | Public | 39,000 |
| 102 | S Vijayalakshmi | Public | 10,000 |
| 103 | Dinesh Champalal Jain HUF | Public | 10,000 |
| 104 | A Rajasekhar | Public | 7,700 |
| 105 | Amit Mardia | Public | 7,000 |
| 106 | Vikas Kumar Gadiya | Public | 10,000 |

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| 107 | Padma Jain | Public | 10,000 |
| 108 | Anamika Holdings Private Limited | Public | 15,400 |
| 109 | Sheth Commercial Private Limited | Public | 15,400 |
| 110 | SashiBanshilalGolecha | Public | 25,000 |
| 111 | Ambalal & Sons HUF | Public | 25,000 |
| 112 | NehaTapdiya | Public | 15,400 |
| 113 | AvinashKatara | Public | 10,000 |
| 114 | Nikhil Dharia | Public | 10,000 |
| 115 | RiteshUdhani | Public | 6,500 |
| 116 | 4G Capital Ventures | Public | 10,000 |
| 117 | NirmalaVijayakumar | Public | 5,000 |
| 118 | Raj Rattan | Public | 15,500 |
| 119 | ArtiBatra | Public | 5,000 |
| 120 | AmithBatra | Public | 5,000 |
| 121 | Ravikant Choudhary | Public | 15,000 |
| 122 | SteelcityCommoditesPrivate Limited | Public | 15,000 |
| 123 | VijayakumarK | Public | 5,000 |
| 124 | Tanay Tushar Shah | Public | 10,000 |
| 125 | Shreyansh R Singhvi | Public | 3,000 |
| 126 | HirenDoshi | Public | 4,000 |
| 127 | Dhiren Shah | Public | 6,000 |
| 128 | Sign Pharma Trade Services Private Limited | Public | 3,000 |
| 129 | M Rakesh Kumar | Public | 5,000 |
| 130 | Amit Kantilal Dave | Public | 55,300 |
| 131 | Amit Kantilal Dave HUF | Public | 9,300 |
| 132 | Magus Capital Services LLP | Public | 26,100 |
| 133 | AKD Securities Private Limited | Public | 6,200 |
| 134 | Nihar Amit Dave | Public | 12,300 |
| 135 | Jamshid Naval Pandole, jointly with Naval FirozePandole | Public | 15,400 |
| 136 | Harish Kapadia | Public | 9,300 |
| 137 | RupinPravinchandraShah | Public | 15,400 |
| 138 | Jyoti Shah | Public | 3,100 |
| 139 | NeenaJohri | Public | 7,700 |
| 140 | Sujata Nitin Shetty | Public | 7,700 |
| 141 | PranayJogani | Public | 9,300 |
| 142 | Ashok Jogani HUF | Public | 15,400 |
| 143 | ParthChaurasia | Public | 3,100 |
| 144 | LaxmichandNanjiMaru | Public | 7,700 |
| 145 | HareshShantichandJhaveri | Public | 30,700 |
| 146 | KunalHareshJhaveri | Public | 21,500 |
| 147 | Rima KunalJhaveri | Public | 10,800 |
| 148 | Hamir Prakash Mehta | Public | 2,500 |
| 149 | JesalHamir Mehta | Public | 2,500 |
| 150 | Jinender Jain | Public | 30,700 |
| 151 | JeetendraPratap Yadav | Public | 23,000 |
| 152 | DharmendraPratap Yadav | Public | 7,100 |
| 153 | SujanSviswanath | Public | 30,100 |
| 154 | Bhavin K Jain | Public | 15,400 |
| 155 | Rishi Tulsyan | Public | 25,000 |
| 156 | Amrita Gutgutia | Public | 17,500 |
| 157 | PoojaTatia | Public | 7,500 |
| 158 | Deepak Bhansali | Public | 10,000 |
| 159 | Pranaav Jain | Public | 5,000 |
| 160 | Amit Shantilal Jain | Public | 15,400 |
| 161 | Pushpa Devi | Public | 15,400 |

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| 162 | Garima Goyal | Public | 7,700 |
| 163 | Kangan Mittal | Public | 7,700 |
| 164 | SK Agarwal HUF | Public | 15,400 |
| 165 | Tetris Consultants LLP | Public | 46,100 |
| 166 | Ram Kumar Gupta | Public | 7,700 |
| 167 | Rajiv Goyal | Public | 7,700 |
| 168 | RajnikantMeghji Shah | Public | 10,000 |
| 169 | Yogesh Meghji Shah | Public | 10,000 |
| 170 | Rajesh Meghji Shah | Public | 10,000 |
| 171 | Arvind Kanji Chheda | Public | 15,400 |
| 172 | Ranjan Arvind Chheda | Public | 15,400 |
| 173 | HiralArvind Chheda | Public | 15,400 |
| 174 | Raj Arvind Chheda | Public | 15,400 |
| 175 | Meena Manoj Chheda | Public | 15,400 |
| 176 | Nitin TrambaklalSanghvi | Public | 15,400 |
| 177 | Deepak VallabhjiDedhia | Public | 15,400 |
| 178 | KetkiTejasDharod | Public | 15,400 |
| 179 | BhavinAjitDedhia | Public | 15,400 |
| 180 | BhavinAjitDedhia HUF | Public | 15,400 |
| 181 | Viraj Chetan Visharia | Public | 15,400 |
| 182 | Chetan LakhamshiVisharia | Public | 15,400 |
| 183 | Amish JethalalDedhia | Public | 15,400 |
| 184 | Hema JethalalDedhia | Public | 15,400 |
| 185 | Rajesh KhimjiDedhia HUF | Public | 15,400 |
| 186 | Parul VigneshBheda | Public | 15,400 |
| 187 | Siyat Holding Private Limited | Public | 15,400 |
| 188 | Charvi Jain | Public | 31,000 |
| 189 | Samir ArvindThakker | Public | 31,000 |
| 190 | Kirit Thakkar | Public | 23,000 |

* each of the Proposed Allottees specified above, shall be issued and allotted maximum upto the number of equity shares stated against their respective name

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of equity shares is Monday the 30th day of April, 2018, being the working day immediately preceding the date which is 30 days prior to the date of Extra-Ordinary General Meeting

RESOLVED FURTHER THAT the Board be and is hereby instructed to get the shares allotted pursuant to this resolution and the resolution be acted upon within a period of 15 days of passing this resolution or within 15 days of obtaining applicable approval of the competent authority wherever applicable, if any. The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the respective Proposed Allottee.

RESOLVED FURTHER THAT the Equity shares shall be issued and allotted by the Company only in dematerialized form and shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares face value of Rs.5/- (Rupees Five only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company, if required be affixed on any agreement, undertaking, deed or other documents as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THATfor the purpose of giving effect to this resolution, the board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**By Order of the Board of Directors
For Shivalik Rasayan Limited**

**Place: Delhi
Date: 07.05.2018**

**Sd/-
Parul Choudhary
Company Secretary
ACS- 34854**

NOTES:

- 1.# An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto
- 2.# A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDERS
- 3.# Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4.# In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5.# In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address, etc., the members are requested to approach:

(a)#the Company's Registrar and Share Transfer Agent i.e. BEETAL Financial & Computer Services Private Limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062, quoting their Folio numbers, in case of shares held in physical form and

(b) the respective Depository Participants, in case of shares held in electronic form.

6.# All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 A.M to 5.00 P.M) on all working days (except Saturdays) upto the date of Extra Ordinary General Meeting of the Company.

7.# **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

I.# The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

II.# The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

III.# The remote e-voting period commences on 28thMay, 2018 (9:00 am) and ends on 30thMay, 2018 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4thMay, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV.# The process and manner for remote e-voting are as under:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1.# Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.

2.# Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3.# A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :

a)# **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

b)# **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

c)# **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5.# Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.

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 on NSDL e-Voting system.

1.# After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2.# After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3.# Select "EVEN" of the Company.

4.# Now you are ready for e-Voting as the Voting page opens.

5.# Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6.# Upon confirmation, the message "Vote cast successfully" will be displayed.

7.# You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8.# 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 manojfcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2.# It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - V.# You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VI.# The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th May, 2018.
 - VII.# Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th May, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - VIII.# A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - IX.# A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
 - X.# CS Manoj Kumar Jain, Practicing Company Secretary (Membership No.: FCS-5832; CP No: 5629) (Address: F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010) has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XI.# The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
 - XII.# The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIII.# The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shivalikrasayan.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Contact Details

| | |
|--|--|
| Company : Shivalik Rasayan Limited Regd. Office: Kolhupani, P.O. Chandanwari, Dehradun-248007 Corporate Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110 019 CIN: L2423UR1979PLC005041 E-mail ID: cs@shivalikrasayan.com | Registrar and Transfer Agent: BEETAL Financial & Computer Services Private Limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062 Ph: 011- 29961281-283 |
| Scrutinizer : CS Manoj Kumar Jain, Practicing Company Secretary E-mail ID: manojfcs@gmail.com | E-Voting Agency : National Securities Depository Limited (NSDL) E-mail ID: evoting@nsdl.co.in |

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

ITEM NO. 1

I.# Objects of the Issue

The Company is diversifying in the high growth area of Pharmaceuticals API & intermediates which possess huge opportunities in the domestic and overseas market. The company is setting up a state of art manufacturing facility for the manufacturing of oncology and non-oncology pharmaceutical API and intermediates at PCPIR, Dahej, Gujarat. The proceeds from the issue of the proposed preferential issue will be used to set up the same.

II.# The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

Except for the promoter group entities mentioned above and the following persons, none of the other Promoters, Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution:

| Name | Designation | No. of shares | Nature of relationship |
|---|--------------------|----------------------|--|
| Growel Wellness Innovations Limited (Formerly known as Growel Capital Services Private Limited) | NA | 7,46,000 | Promoter Company |
| NIAM International Private Limited * | NA | 20,000 | Promoter group company |
| Rahul Bishnoi | Chairman | NA | Director of Growel Wellness Innovations Limited |
| Ashwani Kumar Sharma | Managing Director | NA | Director of Growel Wellness Innovations Limited |
| Akshay Kant Chaturvedi | Executive Director | 5,000 | Director of the Company |
| Abhishek Bansal | NA | 60,000 | Relative of Mr. Sanjay Bansal, Director of the Company |
| Manju Bansal | NA | 30,000 | Relative of Mr. Sanjay Bansal, Director of the Company |
| Harsh Bansal | NA | 5,000 | Relative of Mr. Sanjay Bansal, Director of the Company |

** The shareholders of the Company have granted their approval for re-classification of NIAM International Private Limited from Promoter category to Public category on April 10, 2018. The Company is in the process of filing application with BSE Limited in terms of Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

III.# The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company given the present position as on April 30, 2018 before and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

| Category of shareholders | Pre issue Shareholding Structure | | No. of Shares Allotted | Post Issue Shareholding# | |
|--|----------------------------------|---------------|------------------------|--------------------------|---------------|
| | No of Shares | % of shares | | No of Shares | % |
| Promoter & Promoter Group | | | | | |
| (1) Indian | | | | | |
| (a) Individuals /HUF | - | - | - | - | - |
| (b) Central Govt. /State Govt. | - | - | - | - | - |
| (c) Bodies Corporate * | 65,87,800 | 62.62 | 7,66,000 | 73,53,800 | 49.29 |
| (d) Financial Institutions /Banks | - | - | - | - | - |
| Sub Total (A)(1) | 65,87,800 | 62.62 | 7,66,000 | 73,53,800 | 49.29 |
| (2) Foreign | | | | | |
| (a) Individuals (NRIs/ Foreign Individuals) | - | - | - | - | - |
| (b) Bodies Corporate | - | - | - | - | - |
| (c) Institutions | - | - | - | - | - |
| Sub Total (A)(2) | - | - | - | - | - |
| Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2) | 65,87,800 | 62.62 | 7,66,000 | 73,53,800 | 49.29 |
| Public | | | | | |
| B1) Institutions | | | | | |
| Mutual Funds/ | - | - | - | - | - |
| Foreign Portfolio Investors | 12,500 | 0.12 | - | 12,500 | 0.08 |
| Financial Institutions/ Banks | 43,025 | 0.41 | - | 43,025 | 0.29 |
| Foreign Venture Capital Investors | - | - | - | - | - |
| Insurance Companies | - | - | - | - | - |
| Sub Total B1 | 55,525 | 0.53 | - | 55,525 | 0.37 |
| B2) Central Government/ State Government(s)/ President of India | | | | | |
| | - | - | - | - | - |
| B3) Non-Institutions | | | | | |
| Individual share capital upto Rs. 2 Lacs | 14,93,152 | 14.19 | - | 14,93,152 | 10.01 |
| Individual share capital in excess of Rs. 2 Lacs | 19,89,899 | 18.92 | 24,65,100 | 44,54,999 | 29.86 |
| NBFCs registered with RBI | - | - | - | - | - |
| Any Other (specify) | 3,93,624 | 3.74 | 11,68,900 | 15,62,524 | 10.47 |
| •#Trusts | - | - | - | - | - |
| •#Foreign Nationals | - | - | 1,00,000 | 1,00,000 | 0.67 |
| •#Hindu Undivided Family | 1,10,576 | 1.05 | 2,11,200 | 3,21,776 | 2.16 |
| •#Foreign Companies | - | - | 5,50,000 | 5,50,000 | 3.69 |
| •#Non Resident Indians | 39,473 | 0.38 | 64,000 | 1,03,473 | 0.69 |
| •#Overseas Body Corporate | - | - | - | - | - |
| •#Clearing Members | 2,855 | 0.03 | - | 2,855 | 0.02 |
| •#Bodies Corporate | 2,40,720 | 2.28 | 1,61,500 | 4,02,220 | 2.69 |
| •#Any Other | - | - | 82,200 | 82,200 | 0.55 |
| Sub Total B3 | 38,76,675 | 36.85 | 36,34,000 | 75,10,675 | 50.34 |
| Total Public Shareholding B=B1+B2+B3 | 39,32,200 | 37.38 | 36,34,000 | 75,66,200 | 50.71 |
| C) Non Promoter - Non Public | | | | | |
| C1) Shares Underlying DRs | | | | | |
| C2)Shares Held By Employee Trust | | | | | |
| TOTAL (A+B+C) | 1,05,20,000 | 100.00 | 44,00,000 | 1,49,20,000 | 100.00 |

#Post shareholding structure may change depending upon any other corporate action in between.

* The shareholders of the Company have granted their approval for re-classification of NIAM International Private Limited from Promoter category to Public category on April 10, 2018. The Company is in the process of filing application with BSE Limited in terms of Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

IV.# Proposed time limit within which the allotment shall be complete:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

V.# Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottee and the percentage of post preferential issue capital that may be held by them:

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Issue Shareholding | | Ultimate Beneficial Owners |
|--------|---|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 1 | Growel Wellness Innovations Limited (Formerly known as Growel Capital Services Private Limited) | Promoter | 64,87,800 | 61.67 | 7,46,000 | 72,33,800 | 48.48 | Rahul Bishnoi |
| 2 | NIAM International Private Limited ** | Promoter | 1,00,000 | 0.95 | 20,000 | 1,20,000 | 0.80 | Rajiv Mehta |
| 3 | Kim Ginnerup Aps | Public | - | - | 4,00,000 | 4,00,000 | 2.68 | Kim Ginnerup |
| 4 | Casper Tingkaer Holding APS | Public | - | - | 1,00,000 | 1,00,000 | 0.67 | Casper Tingkaer |
| 5 | Eric Aarestrup Sorensen | Public | - | - | 1,00,000 | 1,00,000 | 0.67 | N.A |
| 6 | FFC 3 APS | Public | - | - | 50,000 | 50,000 | 0.34 | Mads Ulrich |
| 7 | Akshay Kant Chaturvedi | Public | - | - | 5,000 | 5,000 | 0.03 | N.A. |
| 8 | Aditya Shrawat | Public | - | - | 20,000 | 20,000 | 0.13 | N.A. |
| 9 | Ramit Madan | Public | - | - | 30,000 | 30,000 | 0.20 | N.A. |
| 10 | Gautam Madan | Public | - | - | 30,000 | 30,000 | 0.20 | N.A. |
| 11 | Geetika Madan | Public | - | - | 32,000 | 32,000 | 0.21 | N.A. |
| 12 | Abhishek Bansal | Public | - | - | 60,000 | 60,000 | 0.40 | N.A. |
| 13 | Manju Bansal | Public | 1,25,000 | 1.19 | 30,000 | 1,55,000 | 1.04 | N.A. |
| 14 | Harsh Bansal | Public | - | - | 5,000 | 5,000 | 0.03 | N.A. |
| 15 | Narinder Kapoor | Public | - | - | 30,000 | 30,000 | 0.20 | N.A. |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Shareholding Issue | | Ultimate Beneficial Owners |
|--------|---|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 16 | Raunak Gupta | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 17 | MLC Industries Private Limited | Public | 250 | 0.0023 | 10,000 | 10,250 | 0.07 | Praveen Agarwal |
| 18 | Sanjeev Mittal | Public | - | - | 20,000 | 20,000 | 0.13 | N.A. |
| 19 | Bhagirathi Gupta | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 20 | Ashok Kumar Bansal | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 21 | Nitin Kohli | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 22 | Ravinder Kumar Gulati | Public | 2,225 | 0.02 | 10,000 | 12,225 | 0.08 | N.A. |
| 23 | Varun Sharma | Public | 1,537 | 0.014 | 10,000 | 11,537 | 0.08 | N.A. |
| 24 | Neelam Jain | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 25 | Amita Jain | Public | 65 | 0.0006 | 17,200 | 17,265 | 0.12 | N.A. |
| 26 | Ankush Gupta | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 27 | SubodhGoel | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 28 | AlkaGoel | Public | - | - | 10,000 | 10,000 | 0.07 | N.A. |
| 29 | SubodhGoel (HUF) | Public | - | - | 10,000 | 10,000 | 0.07 | SubodhGoel |
| 30 | S. S. Seema | Public | 3,000 | 0.028 | 1,00,000 | 1,03,000 | 0.69 | N.A. |
| 31 | Rajendra Kumar Sreemal | Public | - | - | 9,300 | 9,300 | 0.06 | N.A. |
| 32 | Ajay Bagga, jointly with RajitaKulkarni | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 33 | PraseedhaRajagopal | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 34 | Ashis Dey | Public | - | - | 15,700 | 15,700 | 0.11 | N.A. |
| 35 | PankajVisabhahai Shah | Public | - | - | 12,300 | 12,300 | 0.08 | N.A. |
| 36 | Manish Kumar Jain | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 37 | AmalBhupendra Shah, jointly with Geeta Amal Shah and VarunAmal Shah | Public | - | - | 12,300 | 12,300 | 0.08 | N.A. |
| 38 | Shweta Agarwal | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 39 | ShilpaAgrawal | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 40 | Urmil Shailleshbhai Shah | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 41 | KishorekumarNanajiSonekar | Public | - | - | 9,300 | 9,300 | 0.06 | N.A. |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Shareholding Issue | | Ultimate Beneficial Owners |
|--------|--|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 42 | MurtazaHasanDariwala, jointly with Mohamed Husain Dariwala | Public | 25 | 0.00023 | 15,400 | 15,425 | 0.10 | N.A. |
| 43 | Healkraft Pharma India Private Limited | Public | - | - | 9,300 | 9,300 | 0.06 | A Arul Gerald Kumar |
| 44 | Pawan Sharma | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 45 | UshadeviBetala | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 46 | Koshy Philip | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 47 | RushikeshSrihariKanthamani | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 48 | Shilpi Chatterjee | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 49 | Maitreya Shah | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 50 | K Neelima Devi | Public | - | - | 61,400 | 61,400 | 0.41 | N.A. |
| 51 | T S R Prasad | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 52 | A Nagesh | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 53 | Y Prabhakar | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 54 | Amitabh Chatterjee | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 55 | Parth Gandhi | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 56 | Sunil Kothari | Public | - | - | 9,300 | 9,300 | 0.06 | N.A. |
| 57 | SaakeetaFinstockPrivate Limited | Public | - | - | 7,700 | 7,700 | 0.05 | JagdishRao |
| 58 | VikashChikani | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 59 | Arun Kumar Mukherjee | Public | - | - | 6,900 | 6,900 | 0.05 | N.A. |
| 60 | Anshuman Ray | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 61 | K S Priyan | Public | - | - | 15,400 | 15,400 | 0.10 | N.A. |
| 62 | Aatif Khan | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 63 | JagdishRao | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 64 | Awdhesh Kumar | Public | - | - | 7,700 | 7,700 | 0.05 | N.A. |
| 65 | Allianz Biosciences Private Limited | Public | - | - | 10,000 | 10,000 | 0.07 | Himanshu Ohja |
| 66 | MasoodHasanDariwala | Public | - | - | 20,000 | 20,000 | 0.13 | N.A. |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Shareholding Issue | | Ultimate Beneficial Owners |
|--------|--|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 67 | Abhijit JayeshChokshi | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 68 | JayeshGovinddasChokshi | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 69 | DharmishtaGovinddasChokshi | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 70 | Adesh Ventures LLP | Public | - | - | 1,00,000 | 1,00,000 | 0.67 | AchalRamesh bhaiChaurasia |
| 71 | Manish RasiklalMansata | Public | - | - | 25,000 | 25,000 | 0.17 | N.A |
| 72 | BhaveshDipakumar Shah, jointly with BinitaBhavesh Shah | Public | - | - | 3,000 | 3,000 | 0.02 | N.A |
| 73 | DivyeshKishor Shah (HUF) | Public | - | - | 3,000 | 3,000 | 0.02 | DivyeshKishor |
| 74 | Chetan Bhupendra Shah, jointly with Urvi Chetan Shah | Public | - | - | 3,000 | 3,000 | 0.02 | N.A |
| 75 | Sarla Mahesh Kothari, jointly with Vishal Mahesh Kothari | Public | - | - | 3,000 | 3,000 | 0.02 | N.A |
| 76 | Sunil Amarnath Mehta | Public | - | - | 11,000 | 11,000 | 0.07 | N.A |
| 77 | AlpnaVarshney | Public | - | - | 50,000 | 50,000 | 0.34 | N.A |
| 78 | Amit Shivani | Public | - | - | 8,000 | 8,000 | 0.05 | N.A |
| 79 | Gems Wealth Advisory Private Limited | Public | - | - | 8,000 | 8,000 | 0.05 | Ciby Joseph |
| 80 | Augustine Joseph | Public | - | - | 4,000 | 4,000 | 0.01 | N.A |
| 81 | Vinit Raman Karani | Public | 275 | 0.0026 | 10,000 | 10,275 | 0.068 | N.A |
| 82 | Jekin Raman Karani | Public | 87 | 0.00082 | 10,000 | 10,087 | 0.07 | N.A |
| 83 | Rakesh Laroia | Public | - | - | 20,000 | 20,000 | 0.13 | N.A |
| 84 | Amit Gunchandra Mehta | Public | 21,250 | 0.20 | 20,000 | 41,250 | 0.276 | N.A |
| 85 | Panna Mehta | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 86 | Amarchand HUF | Public | - | - | 43,000 | 43,000 | 0.29 | Amarchand |
| 87 | Vimalchand HUF | Public | - | - | 43,000 | 43,000 | 0.29 | Vimalchand |
| 88 | Mohan Kawar | Public | - | - | 83,000 | 83,000 | 0.56 | N.A |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Issue Shareholding | | Ultimate Beneficial Owners |
|--------|--|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 89 | Sumit Kumar | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 90 | B. V. Rudra Murthy | Public | 500 | 0.0047 | 40,000 | 40,500 | 0.27 | N.A |
| 91 | Priyanka JineshGanna | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 92 | Kiran Kumar | Public | - | - | 10,200 | 10,200 | 0.07 | N.A |
| 93 | TangutoorUdaya Raj | Public | 3,750 | 0.035 | 46,000 | 49,750 | 0.33 | N.A |
| 94 | UttamChunnilal Jain | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 95 | Kusum Poddar | Public | 5,000 | 0.047 | 23,000 | 28,000 | 0.19 | N.A |
| 96 | Alpesh Rajesh Modi HUF | Public | - | - | 9,300 | 9,300 | 0.06 | Alpesh Rajesh Modi |
| 97 | Keynote Commodities Limited | Public | 87,500 | 0.83 | 46,100 | 1,33,600 | 0.90 | Vineet Suchanti |
| 98 | InduGolecha | Public | - | - | 30,700 | 30,700 | 0.21 | N.A |
| 99 | Daksha V Jain | Public | - | - | 38,400 | 38,400 | 0.26 | N.A |
| 100 | P Srikanth | Public | - | - | 30,700 | 30,700 | 0.21 | N.A |
| 101 | FL Dadabhoy, jointly with P F Dadabhoy | Public | - | - | 39,000 | 39,000 | 0.26 | N.A |
| 102 | S Vijayalakshmi | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 103 | Dinesh Champalal Jain HUF | Public | - | - | 10,000 | 10,000 | 0.07 | Dinesh Champalal Jain |
| 104 | A Rajasekhar | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 105 | Amit Mardia | Public | - | - | 7,000 | 7,000 | 0.05 | N.A |
| 106 | Vikas Kumar Gadiya | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 107 | Padma Jain | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 108 | Anamika Holdings Private Limited | Public | - | - | 15,400 | 15,400 | 0.10 | Mitesh Seth |
| 109 | Sheth Commercial Private Limited | Public | - | - | 15,400 | 15,400 | 0.10 | Mitesh Seth |
| 110 | SashiBanshilalGolecha | Public | - | - | 25,000 | 25,000 | 0.17 | N.A |
| 111 | Ambalal & Sons HUF | Public | 2,500 | 0.023 | 25,000 | 27,500 | 0.18 | Lalit Kumar Jain |
| 112 | NehaTapdiya | Public | 7,115 | 0.067 | 15,400 | 22,515 | 0.15 | N.A |
| 113 | AvinashKatara | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Issue Shareholding | | Ultimate Beneficial Owners |
|--------|---|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 114 | Nikhil Dharia | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 115 | RiteshUdhani | Public | - | - | 6,500 | 6,500 | 0.04 | N.A |
| 116 | 4G Capital Ventures | Public | - | - | 10,000 | 10,000 | 0.07 | G. Rekha |
| 117 | NirmalaVijayakumar | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 118 | Raj Rattan | Public | - | - | 15,500 | 15,500 | 0.10 | N.A |
| 119 | ArtiBatra | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 120 | AmithBatra | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 121 | Ravikant Choudhary | Public | - | - | 15,000 | 15,000 | 0.10 | N.A |
| 122 | SteelcityComm oditesPrivate Limited | Public | - | - | 15,000 | 15,000 | 0.10 | Kaushal Chand |
| 123 | VijayakumarK | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 124 | Tanay Tushar Shah | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 125 | Shreyansh R Singhvi | Public | 375 | 0.0035 | 3,000 | 3,375 | 0.022 | N.A |
| 126 | HirenDoshi | Public | 875 | 0.0083 | 4,000 | 4,875 | 0.03 | N.A |
| 127 | Dhiren Shah | Public | - | - | 6,000 | 6,000 | 0.04 | N.A |
| 128 | Sign Pharma Trade Services Private Limited | Public | 562 | 0.0053 | 3,000 | 3,562 | 0.023 | Dhiren Shah and HirenDoshi |
| 129 | M Rakesh Kumar | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 130 | Amit Kantilal Dave | Public | - | - | 55,300 | 55,300 | 0.37 | N.A |
| 131 | Amit Kantilal Dave HUF | Public | - | - | 9,300 | 9,300 | 0.06 | Amit Kantilal |
| 132 | Magus Capital Services LLP | Public | - | - | 26,100 | 26,100 | 0.17 | Nihar Amit Dave |
| 133 | AKD Securities Private Limited | Public | - | - | 6,200 | 6,200 | 0.04 | Nihar Amit Dave |
| 134 | Nihar Amit Dave | Public | - | - | 12,300 | 12,300 | 0.08 | N.A |
| 135 | Jamshid Naval Pandole, jointly with Naval FirozePandole | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 136 | Harish Kapadia | Public | - | - | 9,300 | 9,300 | 0.06 | N.A |
| 137 | RupinPravinchandraShah | Public | 705 | 0.006 | 15,400 | 16,105 | 0.11 | N.A |
| 138 | Jyoti Shah | Public | - | - | 3,100 | 3,100 | 0.02 | N.A |
| 139 | NeenaJohri | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Shareholding | | Ultimate Beneficial Owners |
|--------|--------------------------|----------|--------------------------------|------------------------|-----------------------|--------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 140 | Sujata Nitin Shetty | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 141 | PranayJogani | Public | - | - | 9,300 | 9,300 | 0.06 | N.A |
| 142 | Ashok Jogani HUF | Public | - | - | 15,400 | 15,400 | 0.10 | Ashok Jogani |
| 143 | ParthChaurasia | Public | - | - | 3,100 | 3,100 | 0.02 | N.A |
| 144 | LaxmichandNanjiMaru | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 145 | HareshShantichandJhaveri | Public | 3,050 | 0.028 | 30,700 | 33,750 | 0.23 | N.A |
| 146 | KunalHareshJhaveri | Public | - | - | 21,500 | 21,500 | 0.14 | N.A |
| 147 | Rima KunalJhaveri | Public | - | - | 10,800 | 10,800 | 0.07 | N.A |
| 148 | Hamir Prakash Mehta | Public | - | - | 2,500 | 2,500 | 0.02 | N.A |
| 149 | JesalHamir Mehta | Public | - | - | 2,500 | 2,500 | 0.02 | N.A |
| 150 | Jinender Jain | Public | - | - | 30,700 | 30,700 | 0.21 | N.A |
| 151 | JeetendraPratap Yadav | Public | - | - | 23,000 | 23,000 | 0.15 | N.A |
| 152 | DharmendraPratap Yadav | Public | - | - | 7,100 | 7,100 | 0.05 | N.A |
| 153 | SujanSviswanath | Public | - | - | 30,100 | 30,100 | 0.20 | N.A |
| 154 | Bhavin K Jain | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 155 | Rishi Tulsyan | Public | - | - | 25,000 | 25,000 | 0.17 | N.A |
| 156 | Amrita Gutgutia | Public | - | - | 17,500 | 17,500 | 0.12 | N.A |
| 157 | PoojaTatia | Public | - | - | 7,500 | 7,500 | 0.05 | N.A |
| 158 | Deepak Bhansali | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 159 | Pranaav Jain | Public | - | - | 5,000 | 5,000 | 0.03 | N.A |
| 160 | Amit Shantilal Jain | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 161 | Pushpa Devi | Public | 625 | 0.006 | 15,400 | 16,025 | 0.11 | N.A |
| 162 | Garima Goyal | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 163 | Kangan Mittal | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 164 | SK Agarwal HUF | Public | - | - | 15,400 | 15,400 | 0.10 | Rishabh Agarwal |
| 165 | Tetris Consultants LLP | Public | - | - | 46,100 | 46,100 | 0.31 | Nav Ratan Bhaiya |
| 166 | Ram Kumar Gupta | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |
| 167 | Rajiv Goyal | Public | - | - | 7,700 | 7,700 | 0.05 | N.A |

| S. No. | Name * | Category | Present Pre Issue Shareholding | | Proposed No. of share | Post Shareholding Issue | | Ultimate Beneficial Owners |
|--------|-------------------------------|----------|--------------------------------|------------------------|-----------------------|-------------------------|------------------------|----------------------------|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 168 | RajnikantMeghji Shah | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 169 | Yogesh Meghji Shah | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 170 | Rajesh Meghji Shah | Public | - | - | 10,000 | 10,000 | 0.07 | N.A |
| 171 | Arvind Kanji Chheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 172 | Ranjan Arvind Chheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 173 | HiralArvind Chheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 174 | Raj Arvind Chheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 175 | Meena Manoj Chheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 176 | Nitin TrambaklalSanghvi | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 177 | Deepak VallabhjiDedhia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 178 | KetkiTejasDharod | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 179 | BhavinAjitDedhia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 180 | BhavinAjitDedhia HUF | Public | - | - | 15,400 | 15,400 | 0.10 | BhavinAjitDedhia |
| 181 | Viraj Chetan Visharia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 182 | Chetan LakhmshiVisharia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 183 | Amish JethalalDedhia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 184 | Hema JethalalDedhia | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 185 | Rajesh KhimjiDedhia HUF | Public | - | - | 15,400 | 15,400 | 0.10 | Rajesh KhimjiDedhia |
| 186 | Parul VigneshBheda | Public | - | - | 15,400 | 15,400 | 0.10 | N.A |
| 187 | Siyat Holding Private Limited | Public | - | - | 15,400 | 15,400 | 0.10 | KalavathyVinodhkumar Jain |
| 188 | Charvi Jain | Public | - | - | 31,000 | 31,000 | 0.21 | N.A |
| 189 | Samir ArvindThakker | Public | - | - | 31,000 | 31,000 | 0.21 | N.A |
| 190 | Kirit Thakkar | Public | - | - | 23,000 | 23,000 | 0.15 | N.A |

* The demat account of proposed allotted, being HUF, may be held in the name of HUF / their respective Karta.

** The shareholders of the Company have granted their approval for re-classification of NIAM International Private Limited from Promoter category to Public category on April 10, 2018. The Company is in the process of filing application with BSE Limited in terms of Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

VI.# Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of share, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VII.# Lock-in Period:

- i.#** The Equity Shares to be allotted to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii.#** The Equity Shares to be allotted to the persons belonging to the Promoter Group, shall be subject to 'lock-in' for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii.#** The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

VIII.# Issue price and relevant date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Monday, April 30, 2018, i.e. working day immediately preceding the date 30 days prior to the date of, for the purpose of computation of issue price of the said shares.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue prices of shares have been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 326/- per share.

IX.# Re-computation of Issue Price:

The Board of Directors of the Company hereby undertakes and confirm that since the Equity Shares of the Company are frequently traded, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations

X.# Auditor's Certificate:

The certificate from M/s RaiQimat& Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

XI.# No. of Persons to whom allotment on preferential basis have already been made during the year

Nil

XII.# Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XIII.# Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

XIV.# Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma, Mr. Sanjay Bansal and Mr. Akshay Kant Chaturvedi, Directors of the Company and their relatives, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors recommends the resolutions as set out in item no.1 of this notice for the issue of the equity share, on a preferential basis, to the persons belonging to the promoter and non-promoter category by way of Special Resolution.

**By Order of the Board of
DirectorsForShivalik Rasayan
Limited**

Place: Delhi

Date: 07.05.2018

**Sd/-
Parul Choudhary
Company Secretary
ACS- 34854**



SHIVALIK RASAYAN LIMITED

Registered Office: Kolhupani, P.O. Chandanwari, Dehradun - 248 007
 Corporate Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110 019
 CIN: L24237UR1979PLC005041 | Website: www.shivalikrasayan.com |
 E-Mail: cs@shivalikrasayan.com
 Phone: +91 11 2641 8182, 2622 1811 | Fax: +91 11 2621 3081

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]

| |
|---|
| Name of the member(s) Registered Address E-mail ID Folio No. / Client ID No. |
|---|

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

1.Name : _____ Email id: _____
 Address : _____
 Signature : _____, or failing him/her

2.Name : _____ Email id: _____
 Address : _____
 Signature : _____, or failing him/her

3.Name : _____ Email id: _____
 Address : _____
 Signature : _____, or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday 31st May, 2018 at 11.00 A.M. at ISKON Temple Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as is indicated below:

| Item No | Resolution |
|---------|--|
| 1 | Preferential Allotment of 44,00,000equity shares |

Signed this _____ day of _____ 2018
Signature of shareholder: _____ **Signature of Proxy holder(s):** _____

Notes:

1. This form of proxy in order 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.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Extra Ordinary General Meeting.
3. The Company reserves its right to ask for identification of the proxy.
4. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.

**Affix
Revenue
Stamp**



SHIVALIK RASAYAN LIMITED

Registered Office: Kolhupani, P.O. Chandanwari, Dehradun - 248 007
Corporate Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110 019
CIN: L24237UR1979PLC005041
Website: www.shivalikrasayan.com **E-Mail:** cs@shivalikrasayan.com
Phone: +91 11 2641 8182, 2622 1811 | **Fax:** +91 11 2621 3081

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

| | |
|----------------------------|-----------------|
| Name of the Shareholder | |
| Address of the Shareholder | |
| Client ID No. | Regd Folio No.* |
| DP ID No. | No. of Shares |

I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on 31st May, 2018 at 11.00 A.M. at ISKON Temple Complex, Sant Nagar Main Road, East of Kailash, New Delhi-110065

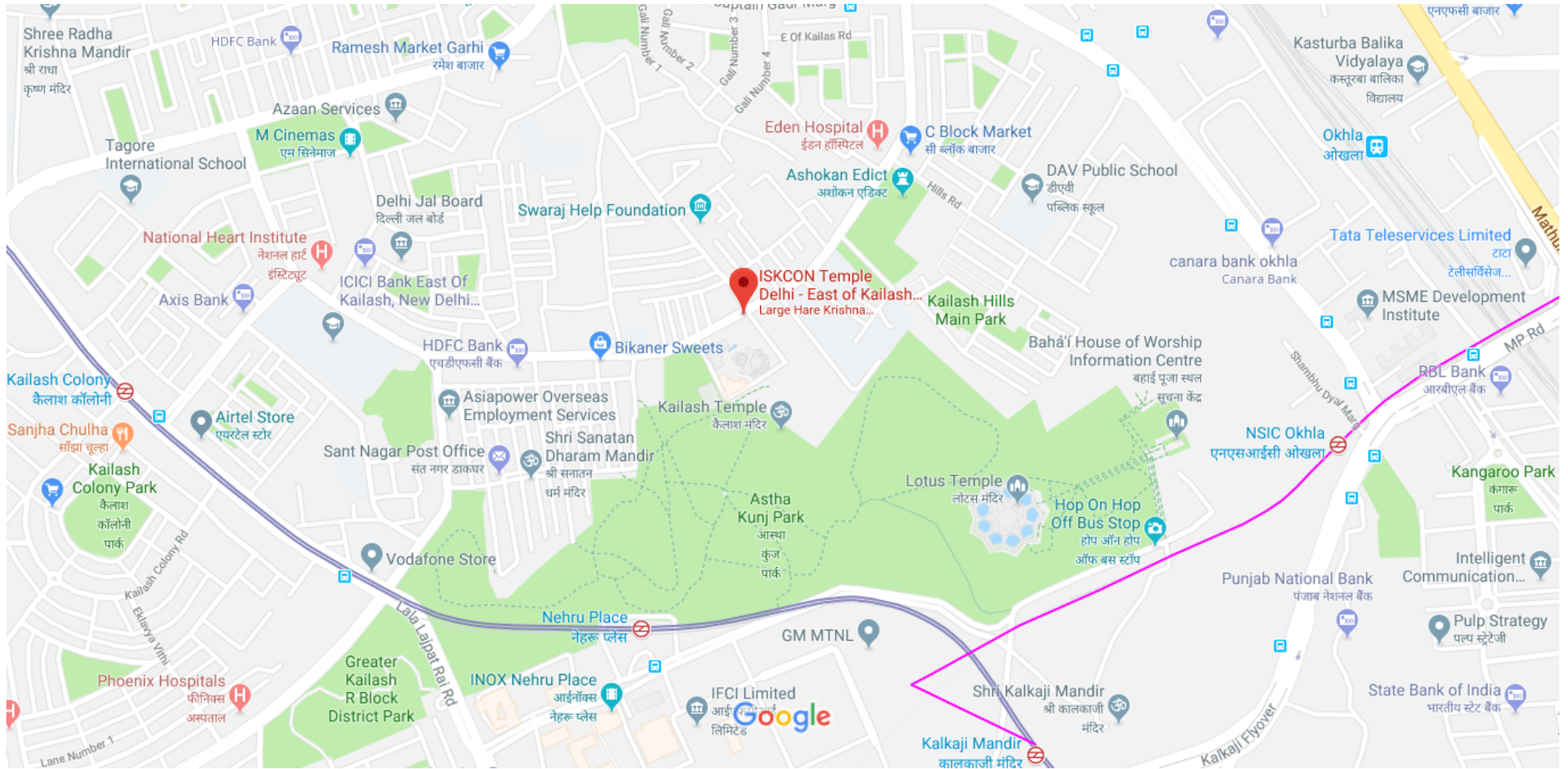
Please (√) in the box

MEMBER PROXY

Signature of the shareholder/ proxy

*Applicable for investor holding shares in physical form.

Google Maps ISKCON Temple Delhi - East of Kailash (Glory of India & Vedic Cultural Center)



Map data ©2018 Google 200 m