

# SACHETA METALS LTD

(GOVT. RECOGNISED EXPORT HOUSE)

MFRR & EXPORTER OF ALU & ST. STEEL KITCHENWARE CUTLERY & HOUSEWARE ITEMS

REGD. OFFICE: BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJ SABARKANTHA GJ 383205 IN

CORPO. OFF: SAKSERIA INDL ESTATE, CHINCHOLI, S.V. ROAD. MALAD (WEST), MUMBAI: 400064

TEL NO: 00 91 22 28725948 /

E-MAIL: [sacheta@sacheta.com](mailto:sacheta@sacheta.com), WEB SITE: [www.sacheta.com](http://www.sacheta.com)

CIN NO. L51100GJ1990PLC013784

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Notice is hereby given that an Extra ordinary General Meeting of the Members of SACHETA METALS LIMITED will be held on Wednesday, 03<sup>rd</sup> May 2023 at 03:00 P.M. at its Registered Office at BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJ SABARKANTHA GJ 000000 IN to transact the following business:-

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## SPECIAL BUSINESS:

### 1. OFFER, ISSUE AND ALLOT EQUITY SHARES ON 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, as amended (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 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, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(“MCA”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, the consent and approval of the Members of the Company be and is hereby accorded to the Board to issue, offer and allot 58,70,600 (Fifty-Eight Lakhs Seventy Thousand Six Hundreds) fully Paid up Equity Shares of the Company of the Face Value of Re. 10/- (Rupee Ten Only) each at a price of Rs.18.79/- on a Preferential Issue basis (“Preferential Allotment”) to the Proposed Allottees, for cash consideration on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

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Sr. no	Name of the proposed allottees	No. of Equityshares proposed to be allotted	Category (Promoter/ Non-Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Post issue % of capital that allottee will hold
1	SATISHKUMAR K SHAH	1575000	PROMOTER	Not Applicable	21.03
2	CHETNABEN S SHAH	700000	PROMOTER	Not Applicable	15.49
3	ANKIT S SHAH	900000	PROMOTER	Not Applicable	10.04
4	PRANAV S SHAH	925000	PROMOTER	Not Applicable	8.93
5	CHANDRAKANT SHAH	250000	NON-PRMOTER	Not Applicable	1.00
6	CHANDRAKANT SHAH	250000	NON-PRMOTER	Not Applicable	1.00
7	CHANDRAKANT SHAH-HUF	250000	NON-PRMOTER	CHANDRAKANT SHAH	1.00
8	JYOTSNA SHAH	250000	NON-PRMOTER	Not Applicable	1.00
9	JYOTSNA SHAH	250000	NON-PRMOTER	Not Applicable	1.00
10	NEENABEN VAKHARIA	100000	NON-PRMOTER	Not Applicable	0.40
11	RINKESH VAKHARIA	100600	NON-PRMOTER	Not Applicable	0.40
12	ATULBHAI	25000	NON-PRMOTER	Not Applicable	0.1
13	JINESH	25000	NON-PRMOTER	Not Applicable	0.1
14	PIYUSH POPATLAL SHAH HUF	39000	NON-PRMOTER	PIYUSH POPATLAL SHAH	0.16
15	KAMLESH P SHAH HUF	38500	NON-PRMOTER	KAMLESH P SHAH	0.15
16	BHAVESH P SHAH HUF	38500	NON-PRMOTER	BHAVESH P SHAH	0.15
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	HUF			SHAH	
18	RUTVI K SHAH	38500	NON-PRMOTER	Not Applicable	0.15
19	MEGHNA B SHAH	38500	NON-PRMOTER	Not Applicable	0.15
20	PRAPTI B SHAH	38500	NON-PRMOTER	Not Applicable	0.15
	<b>TOTAL</b>	<b>5870600</b>			

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

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

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to do necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

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## **2. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of section 13 of the companies act, 2013 read with relevant rules and the applicable provisions, including any modification thereto or re -enactment thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the company with the new set of Memorandum of Association as per the provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** any of the director of the company be and is hereby severally authorized to do all such acts , deeds and things as may be necessary or incidental in this regard to give regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of ROC.”

## **3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of section 14 of the companies act, 2013 read with relevant rules and the applicable provisions, including any modification thereto or re -enactment thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the company with the new set of Articles of Association as per the provisions of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** any of the director of the company be and is hereby severally authorized to do all such acts , deeds and things as may be necessary or incidental in this regard to give regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of ROC.”

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CIN NO. L51100GJ1990PLC013784

DATE: 08<sup>TH</sup> April, 2023

PLACE: PRANTIJ

BY ORDER OF THE BOARD

SD/-

CHAIRMAN & MANAGING DIRECTOR

SATISHKUMAR KESHAVLAL SHAH

## NOTES:

### 1. DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:

In compliance with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of EGM will also be available on the Company's website <https://www.sacheta.com/>, websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company's Registrar and Transfer Agent, Purva Share registry (India) Pvt. Ltd. (Purva) at <https://www.purvashare.com/> Sacheta Metals Limited.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding

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more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.

4. The Register of Members and share transfer books of the Company will remain closed from 27-04-2023 TO 03-05-2023 (both days inclusive)

5. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

**DATE: 8<sup>TH</sup> April, 2023**

**PLACE: PRANTIJ**

**BY ORDER OF THE BOARD**

**SD/-**

**CHAIRMAN & MANAGING DIRECTOR**  
**SATISHKUMAR KESHAVLAL SHAH**

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## EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. In order to meet the working Capital requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 58,70,600 equity shares ("Equity Shares") of the face value of Rs. 10/- at a price of INR 18.79/- each (Face value INR 10/- and Premium of INR 8.79/-) to the following subscriber:

Sr. no	Name of the proposed allottees	PAN	No. of Equityshares proposed to be allotted	Category (Promoter/ Non-Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Post issue % of capital that allottee will hold
1	SATISHKUMAR K SHAH	AAGPS5489K	1575000	PROMOTER	Not Applicable	21.03
2	CHETNABEN S SHAH	AAQPS0373L	700000	PROMOTER	Not Applicable	15.49
3	ANKIT S SHAH	AXXPS0651H	900000	PROMOTER	Not Applicable	10.04
4	PRANAV S SHAH	CPTPS5674E	925000	PROMOTER	Not Applicable	8.93
5	CHANDRAKANT SHAH	AACPS8743A	250000	NON-PRMOTER	Not Applicable	1.00
6	CHANDRAKANT SHAH	AACPS8743A	250000	NON-PRMOTER	Not Applicable	1.00
7	CHANDRAKANT	AAIHS9711G	250000	NON-	CHANDRAKANT	1.00

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	SHAH-HUF			PRMOTER	SHAH	
8	JYOTSNA SHAH	<b>APEPS7563M</b>	250000	NON-PRMOTER	Not Applicable	1.00
9	JYOTSNA SHAH	<b>APEPS7563M</b>	250000	NON-PRMOTER	Not Applicable	1.00
10	NEENABEN VAKHARIA	<b>ACVPV9507E</b>	100000	NON-PRMOTER	Not Applicable	0.40
11	RINKESH VAKHARIA	<b>AGOPV7381D</b>	100600	NON-PRMOTER	Not Applicable	0.40
12	ATULBHAI	<b>ADAPS7147K</b>	25000	NON-PRMOTER	Not Applicable	0.1
13	JINESH	<b>DBGPS7992H</b>	25000	NON-PRMOTER	Not Applicable	0.1
14	PIYUSH POPATLAL SHAH HUF	<b>AAMHP0772M</b>	39000	NON-PRMOTER	PIYUSH POPATLAL SHAH	0.16
15	KAMLESH P SHAH HUF	<b>AAFHK6128J</b>	38500	NON-PRMOTER	KAMLESH P SHAH	0.15
16	BHAVESH P SHAH HUF	<b>AAMHS3931K</b>	38500	NON-PRMOTER	BHAVESH P SHAH	0.15
17	KAMLESH P SHAH HUF	<b>AGLPS8983P</b>	38500	NON-PRMOTER	KAMLESH P SHAH	0.15
18	RUTVI K SHAH	<b>FUJPS2621R</b>	38500	NON-PRMOTER	Not Applicable	0.15
19	MEGHNA B SHAH	<b>AVZPS8148R</b>	38500	NON-PRMOTER	Not Applicable	0.15
20	PRAPTI B SHAH	<b>FZYPS2182B</b>	38500	NON-PRMOTER	Not Applicable	0.15
	<b>TOTAL</b>		<b>5870600</b>			

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on April 08, 2023.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

- i) **Particulars of the offer including date of passing of Board resolution:**



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Board, pursuant to the resolution dated 08<sup>th</sup> April, 2023 has approved the proposed preferential issue of 58,70,600 Equity Shares of face value Rs. 10/- each at a price of Rs. 18.79/- each to the proposed allottees for a cash consideration on a Preferential basis. The Equity Shares to be allotted in the Offer shall rank in all respects pari passu with the existing equity shares.

ii) **Object of the issue:** For meeting working capital requirements and expansion the company has agreed to issue 58,70,600 Equity Shares of face value of Rs. 10/- each at a price of Rs. 18.79/- each to the proposed allottees for a cash consideration on a Preferential basis.

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

The Company has agreed to issue 58,70,600 Equity Shares of face value of Rs. 10/- each at a price of Rs. 18.79/- each.

iv) **Pricing:**

The shares of the company are frequently traded and the pricing in case of frequently traded shares as per regulation 164 of the ICDR Regulation is determined by taking into account valuation parameters and such valuation is required to be certified by independent valuer.

Equity Shares ranking pari passu with the existing Equity Shares are offered at a price of INR 18.79 (Rupees Eighteen and Seventy-Nine paise) including a premium of INR 8.79 (Rupees Eight and Seventy-Nine paise) per Equity Share.

v) **Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for Equity Shares to be issued is 03<sup>rd</sup> April, 2023 being the date 30 days prior to the date of EGM.

vi) **The pre issue and post issue shareholding pattern of the Company:**

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Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	9,770,667	51.08	13,870,667	55.48
Public (B)	9,358,733	48.92	11,129,333	44.52
Total (A) + (B)	19,129,400	100	25,000,000	100
Grand Total (A) + (B)	19,129,400	100	25,000,000	100

vii) **Name and address of valuer who performed valuation:**

The valuation was performed by Ms. SEJAL AGRAWAL a Registered Valuer (IBBI/RV/06/2020/13106) having office at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad - 380008

**The said Valuation report published on the website of the company and the link of the website is [www.sacheta.com](http://www.sacheta.com)**

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

The Equity Shares are being issued on a preferential basis for a cash consideration at a Value of Rs. 18.79/- each in accordance with Chapter V of SEBI ICDR Regulations to the Proposed Allottees. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

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

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4	PRANAV S SHAH	925000	CPTPS5674E	Not Applicable	8.93
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7	CHANDRAKANT SHAH-HUF	250000	AAIHS9711G	CHANDRAKANT SHAH	1.00
8	JYOTSNA SHAH	250000	APEPS7563M	Not Applicable	1.00
9	JYOTSNA SHAH	250000	APEPS7563M	Not Applicable	1.00
10	NEENABEN VAKHARIA	100000	ACVPV9507E	Not Applicable	0.40
11	RINKESH VAKHARIA	100600	AGOPV7381D	Not Applicable	0.40
12	ATULBHAI	25000	ADAPS7147K	Not Applicable	0.10
13	JINESH	25000	DBGPS7992H	Not Applicable	0.10
14	PIYUSH POPATLAL SHAH HUF	39000	AAMHP0772M	PIYUSH POPATLAL SHAH	0.16
15	KAMLESH P SHAH HUF	38500	AAFHK6128J	KAMLESH P SHAH	0.15
16	BHAVESH P SHAH HUF	38500	AAMHS3931K	BHAVESH P SHAH	0.15
17	KAMLESH P	38500	AGLPS8983P	KAMLESH P SHAH	0.15

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	SHAH HUF				
18	RUTVI K SHAH	38500	FUJPS2621R	Not Applicable	0.15
19	MEGHNA B SHAH	38500	AVZPS8148R	Not Applicable	0.15
20	PRAPTI B SHAH	38500	FZYPS2182B	Not Applicable	0.15
	<b>TOTAL</b>	<b>5870600</b>			

x) **Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:**

The promoter and promoter group of the company is going to subscribe the equity shares in proposed issue under the Preferential Allotment by which they can also financially contribute in future project and expansion of the business of the company.

xi) **The proposed time within which the allotment shall be completed:-** Considering the compliance as stipulated by the SEBI, company is expecting to complete the allotment of the equity shares within 15 days from the passing of Special Resolution or in principal approval received from the Exchanges whichever is later.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

xiii) **Lock-in Period:**

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

xiv) **The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:**

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MFRR & EXPORTER OF ALU & ST. STEEL KITCHENWARE CUTLERY & HOUSEWARE ITEMS

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CORPO. OFF: SAKSERIA INDL ESTATE, CHINCHOLI, S.V. ROAD. MALAD (WEST), MUMBAI: 400064

TEL NO: 00 91 22 28725948 /

E-MAIL: [sacheta@sacheta.com](mailto:sacheta@sacheta.com), WEB SITE: [www.sacheta.com](http://www.sacheta.com)

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The percentage of post preferential issue capital that may be held by the Proposed Allottee and change in control, if any in the Company consequent to the preferential issue is as below:

Sr . no	Name of the proposed allottees	Category	Natural persons who are the ultimate beneficial owners	Pre Issue holding	No. of Equityshares proposed to be allotted	Post issue shareholding	Post issue % of capital that allottee will hold
1	SATISHKUMAR K SHAH	PROMOTE R	Not Applicable	3681616	1575000	5256616	21.03
2	CHETNABEN S SHAH	PROMOTE R	Not Applicable	3171695	700000	3871695	15.49
3	ANKIT S SHAH	PROMOTE R	Not Applicable	1610053	900000	2510053	10.04
4	PRANAV S SHAH	PROMOTE R	Not Applicable	1307303	925000	2232303	8.93
5	CHANDRAKAN T SHAH	NON-PRMOTER	Not Applicable	0	250000	250000	1.00
6	CHANDRAKAN T SHAH	NON-PRMOTER	Not Applicable	0	250000	250000	1.00
7	CHANDRAKAN T SHAH-HUF	NON-PRMOTER	CHANDRAKAN T SHAH	0	250000	250000	1.00
8	JYOTSNA SHAH	NON-PRMOTER	Not Applicable	0	250000	250000	1.00
9	JYOTSNA SHAH	NON-PRMOTER	Not Applicable	0	250000	250000	1.00
10	NEENABEN VAKHARIA	NON-PRMOTER	Not Applicable	16	100000	100016	0.40
11	RINKESH VAKHARIA	NON-PRMOTER	Not Applicable	0	100600	100600	0.40
12	ATULBHAI	NON-PRMOTER	Not Applicable	0	25000	25000	0.1
13	JINESH	NON-	Not Applicable	0	25000	25000	0.1

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		PRMOTER					
14	PIYUSH POPATLAL SHAH HUF	NON-PRMOTER	PIYUSH POPATLAL SHAH	0	39000	39000	0.16
15	KAMLESH P SHAH HUF	NON-PRMOTER	KAMLESH P SHAH	0	38500	38500	0.15
16	BHAVESH P SHAH HUF	NON-PRMOTER	BHAVESH P SHAH	0	38500	38500	0.15
17	KAMLESH P SHAH HUF	NON-PRMOTER	KAMLESH P SHAH	0	38500	38500	0.15
18	RUTVI K SHAH	NON-PRMOTER	Not Applicable	0	38500	38500	0.15
19	MEGHNA B SHAH	NON-PRMOTER	Not Applicable	0	38500	38500	0.15
20	PRAPTI B SHAH	NON-PRMOTER	Not Applicable	0	38500	38500	0.15
	<b>TOTAL</b>				<b>5870600</b>		

- xv) **The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

The Current and proposed status of the Proposed Allottee post the preferential issue are as below:

Sr. no	Name of the proposed allottees	Category	PAN
1	SATISHKUMAR K SHAH	PROMOTER	<b>AAGPS5489K</b>
2	CHETNABEN S SHAH	PROMOTER	<b>AAQPS0373L</b>
3	ANKIT S SHAH	PROMOTER	<b>AXXPS0651H</b>
4	PRANAV S SHAH	PROMOTER	<b>CPTPS5674E</b>
5	CHANDRAKANT SHAH	NON-PRMOTER	<b>AACPS8743A</b>
6	CHANDRAKANT SHAH	NON-PRMOTER	<b>AACPS8743A</b>
7	CHANDRAKANT SHAH-HUF	NON-PRMOTER	<b>AAIHS9711G</b>
8	JYOTSNA SHAH	NON-PRMOTER	<b>APEPS7563M</b>

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9	JYOTSNA SHAH	NON-PRMOTER	APEPS7563M
10	NEENABEN VAKHARIA	NON-PRMOTER	ACVPV9507E
11	RINKESH VAKHARIA	NON-PRMOTER	AGOPV7381D
12	ATULBHAI	NON-PRMOTER	ADAPS7147K
13	JINESH	NON-PRMOTER	DBGPS7992H
14	PIYUSH POPATLAL SHAH HUF	NON-PRMOTER	AAMHP0772M
15	KAMLESH P SHAH HUF	NON-PRMOTER	AAFHK6128J
16	BHAVESH P SHAH HUF	NON-PRMOTER	AAMHS3931K
17	KAMLESH P SHAH HUF	NON-PRMOTER	AGLPS8983P
18	RUTVI K SHAH	NON-PRMOTER	FUJPS2621R
19	MEGHNA B SHAH	NON-PRMOTER	AVZPS8148R
20	PRAPTI B SHAH	NON-PRMOTER	FZYPS2182B
	<b>TOTAL</b>		

xvi) Further, Neither the issuer nor any of its promoters or directors is a wilful defaulter as Reg. 163(1)(I) of SEBI (ICDR) Reg. 2018 or a fraudulent borrower.

xvii) **Certificate from Practicing Company Secretary:**

A certificate from M/s. Jaymeen Trivedi & Associates. Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company [www.sacheta.com](http://www.sacheta.com)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out of this Notice except to the extent of their shareholding in the Company.

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Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No.1 of this Notice.

2. The existing Memorandum of Association is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the new act it is important to adopt the new set of Memorandum of Association as per the Companies Act, 2013, the new set of MOA is based on Table-A of the companies act, 2013.

None of the Directors along with their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the aforesaid Special Resolution for your approval.

3. The existing Alteration of Association is based on the erstwhile Companies Act, 1956. The Alteration of AOA is necessary to bring the existing AOA in line with the new Companies Act, 2013.

According to the new act, it is important to adopt the new set of Memorandum of Association as per the Companies Act, 2013, the new set of AOA is based on Table-F of the companies act, 2013.

None of the Directors along with their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the aforesaid Special Resolution for your approval.



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## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 30.04.2023 at 09.00 A.M. and ends on 02.05.2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26.04.2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

### Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IdEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is

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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. 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>

2. 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.
3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li><li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

**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.**

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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## B) Login Method for e-Voting 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 :
- 5.

Manner of holding shares i.e. Demat  
(NSDL or CDSL) or Physical

Your User ID is:

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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 121072 then user ID is 121072001***

## 6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial

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password’.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

9. Now, you will have to click on “Login” button.

10. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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## 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 [Jaymeen@csjka.in](mailto:Jaymeen@csjka.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto: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 [investor.grivence@sacheta.com](mailto:investor.grivence@sacheta.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.grivence@sacheta.com](mailto:investor.grivence@sacheta.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

# SACHETA METALS LTD

(GOVT. RECOGNISED EXPORT HOUSE)

MFRR & EXPORTER OF ALU & ST. STEEL KITCHENWARE CUTLERY & HOUSEWARE ITEMS

REGD. OFFICE: BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJ SABARKANTHA GJ 383205 IN

CORPO. OFF: SAKSERIA INDL ESTATE, CHINCHOLI, S.V. ROAD. MALAD (WEST), MUMBAI: 400064

TEL NO: 00 91 22 28725948 /

E-MAIL: [sacheta@sacheta.com](mailto:sacheta@sacheta.com), WEB SITE: [www.sacheta.com](http://www.sacheta.com)

CIN NO. L51100GJ1990PLC013784

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3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

For, and on behalf of the Board

SACHETA METALS LTD

Date: 8<sup>th</sup> April, 2023

Place:- Prantij

SD/-

Satishkumar K Shah  
Chairman & Managing Director



## **ATTENDANCE SLIP**

I/We.....R/o..... hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Wednesday, 03<sup>rd</sup> May, 2023 at 03:00 pm at BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJ SABARKANTHA GJ 000000 IN.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

\* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Notice of an Extra Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of an Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

## **Form No. MGT-11** **Proxy form**

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

CIN: L51100GJ1990PLC013784

Name of the Company: SACHETA METALS LTD

Registered office: BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJI SABARKANTHA GJ 000000 IN

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

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 on Wednesday, 03<sup>rd</sup> May, 2023 at 03.00 P.M at BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJI SABARKANTHA GJ 000000 IN, and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS		

2	ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013		
3	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013		

\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of..... 2023

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix Revenue Stamp not less than Re.0.15
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**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. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
6. Please complete all details including details of member(s) in above box before submission.