Date: November 06, 2026

To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001,
Maharashtra, India

ISIN: INE1EUB01016; BSE Scrip Code: 544582

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Notice of First Extra Ordinary General Meeting of the company for FY 2026-2027.

Dear Sir/Mam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the Notice of the First Extra Ordinary General Meeting ("EGM") of FY 2026-2027 of Shlokka Dyes Limited (the Company) which is scheduled to be held on Saturday, November 28, 2026 at 03:30 P.M. IST through Video Conferencing (VC) and Other Audio Visual Means (OAVM).

The EGM Notice is being sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Depositories/RTA. The aforesaid notice is also placed on the website of the company at www.shlokkadyes.com

Kindly take the same on your record and do the needful.

Thanking You,

Yours Faithfully

For, Shlokka Dyes Limited

VAIBHAV PRAVINCHANDRA SHAH
Digitally signed by VAIBHAV PRAVINCHANDRA SHAH
Date: 2026.11.06 15:10:34 +05'30'

Vaibhav Pravinchandra Shah
Chairman and Managing Director
DIN: 06826565

Encl: a/a

NOTICE OF FIRST EXTRA ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

To,
The Member(s)

NOTICE is hereby given that the First Extra Ordinary General Meeting ('EGM') 01/2026-2027 of the members of Shlokka Dyes Limited ('Company') will be held on Saturday, November 28, 2026 at 03:30 P.M. (IST) through video conference ('VC') or Other Audio-Visual Means ('OAVM'), to transact the following business:

SPECIAL BUSINESSES

ITEM NO. 1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENTIAL ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the existing Rs. 22,00,00,000/- (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 29,00,00,000/- (Rupees Twenty-Nine Crore Only) divided into 2,90,00,000 (Two Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 29,00,00,000/- (Rupees Twenty-Nine Crore Only) divided into 2,90,00,000 (Two Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deems necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.**"**

ITEM NO. 2

TO ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 31,00,000 (Thirty-One Lakhs

Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis ("Preferential Issue"), to the Proposed allottees belonging to Non-Promoters/Public, as stated herein below, at an issue price of Rs. 35.00 per equity Shares (including premium of Rs. 25.00 per equity Shares) aggregating to Rs. 10,85,00,000/- (Rupees Ten Crore Eighty-Five Lakhs Only), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name	Category	No. of Equity Shares proposed to be issued
1.	ANITA DAHYALAL PRAJAPATI	Public	1,00,000
2.	NISHA PRAJAPATI	Public	1,00,000
3.	TARADEVI DWARKAPRASAD KUMAWAT	Public	1,00,000
4.	GIRISHKUMAR MADHAVLAL PATEL HUF	Public	1,50,000
5.	MADHAVLAL S PATEL	Public	1,50,000
6.	MAULIK HIMMATBHAI PATEL	Public	1,00,000
7.	JAGRUTIBEN KUNAL KRIPLANI	Public	1,50,000
8.	BRAHMA RAVAL HUF	Public	1,50,000
9.	PAVAN KHANDELWAL HUF	Public	2,00,000
10.	ASHABEN ROHITKUMAR PATEL	Public	1,00,000
11.	DIPALI PARTH PANCHAL	Public	1,00,000
12.	DASHARATHBHARTHI GOPALBHARTHI GAUSWAMI	Public	1,50,000
13.	MITALI DASHARATHBHARTHI GAUSWAMI	Public	1,50,000
14.	KRISHNAM SARAF	Public	1,50,000
15.	NARESH SARAAF	Public	1,50,000
16.	PRIYANK NARENDRABHAI PARMAR	Public	1,00,000
17.	SUNITA KISHAN AGRAWAL	Public	1,00,000
18.	MAYANK A JANI	Public	1,50,000
19.	PATEL PALAKBEN JAIMIN	Public	50,000
20.	ANIL LAXMANDAS PURSNANI	Public	3,00,000
21.	SUNITABEN TULSIDAS KRIPLANI	Public	3,00,000
22.	MEHUL SHAH	Public	50,000
23.	SHAH PRAKASHBHAI A	Public	50,000
Total			**31,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Thursday, October 29, 2026, being the date 30 days prior to the deemed date of passing of resolution via Extra Ordinary General Meeting i.e. November 28, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

A. The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.

B. The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE1EUB01016 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

C. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.

D. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

E. The equity shares so offered, issued and allotted will be listed on the SME Platform of BSE Limited, where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorised, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorised to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

ITEM NO. 3

TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 39,00,000 (Thirty Nine Lakh) Fully Convertible Warrants ("Equity Warrant(s)") each convertible into, or exchangeable for, 1 (One) fully paid up equity share of the Company of Face Value of Rs. 10/- (Rupees Ten Only) each to Promoter/Promoter Group and Public, ("Warrant Holder(s)" / "Proposed Allottee(s)") as stated herein below, consideration of which shall be payable in cash, at price of Rs. 35/- (Rupees Thirty-Five only) (including premium of Rs. 25/-) per Warrant ("Warrants

Issue Price") aggregating up to Rs. 13,65,00,000/- (Rupees Thirteen Crores Sixty-Five Lakhs Only), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	VAIBHAV PRAVINCHANDRA SHAH	Promoter	15,00,000
2.	SHIVANI S RAJPUROHIT	Promoter	10,00,000
3.	PRAVINABEN P SHAH	Promoter Group	7,50,000
4.	TUSHAR SABHAPATI MISHRA	Public	6,50,000
Total			**39,00,000**

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the floor price for the preferential issue of Warrants be and is hereby fixed as Thursday, October 29, 2026, being the date 30 days prior to the date of Extra-Ordinary General Meeting i.e. November 28, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Warrants and consequent allotment of equity shares to the Proposed Allottees/warrant holders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

a) Each warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time in one or more tranches, within a period of Eighteen (18) months from date of allotment of warrants (the "Warrant Exercise Period") on such other terms and conditions as applicable.

b) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

c) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

d) The warrants by itself do not give to the warrants holder any rights of the shareholder(s) of the Company.

e) The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

f) The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/ sub-division/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

g) The warrant holder(s) shall be entitled to the option of exercising any or all of the warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion.

h) The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.

i) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees;

j) The Equity Shares to be so allotted on exercise of option of conversion of warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

k) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;

l) The warrants being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations from time to time.

m) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;

n) The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees pursuant to this preferential issue shall be kept by the Company in a separate account to be opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but without limitation to, issuing clarifications, resolving all questions or doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Warrants and/or Equity Shares and on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilisation of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person."

By Order of the Board of Directors,
Shlokka Dyes Limited

Sd/-
Vaibhav Pravinchandra Shah
Chairman and Managing Director
DIN: 06826565

Place: Ahmedabad
Date: November 03, 2026

NOTES:

1. Pursuant to the General Circular issued by the Ministry of Corporate Affairs ("MCA") and the Circular issued by SEBI from time to time, companies are permitted to convene Extraordinary General Meetings ("EGMs") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

2. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as remote e-voting on the date of the EGM will be provided by NSDL.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to insiya@csinsiya.in with copies marked to the Company at cs@shlokkadyes.com or to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.shlokkadyes.com The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange of India Limited, at www.bseindia.com and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

10. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.

11. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@shlokkadyes.com on or before Saturday, November 21,

2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

12. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

13. Shareholders who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication from the Company electronically.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.

15. 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.

16. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

17. All the documents including registers of directors and KMP and their shareholding, register of contracts or arrangements, Register of Members, MOA and AOA etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

18. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on **Wednesday, November 25, 2026 at 09:00 A.M. IST** and ends on **Friday, November 27, 2026 at 05:00 P.M. IST** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, November 21, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, November 21, 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

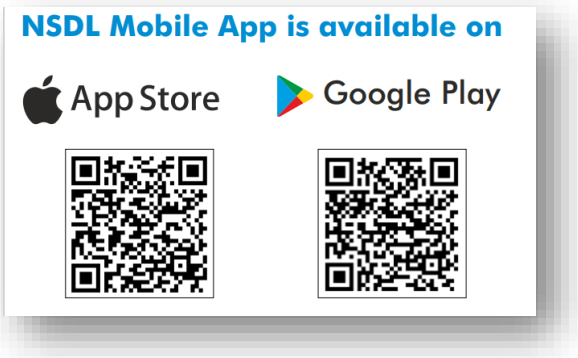
Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein

	you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.

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 insiya@csinsiya.in with a copy marked to evoting@nsdl.com. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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 cs@shlokkadyes.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 cs@shlokkadyes.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**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Instructions:

1) Ms. Insiya Nalawala, Practicing Company Secretary, Proprietor of M/s. Insiya Nalawala & Associates, Company Secretaries (Membership No. FCS 13422), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

2) The Scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the meeting, 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 make, not later than Two working days from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman or any of the Director or Company Secretary of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shlokkadyes.com website of Stock Exchange i.e. BSE Limited www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com within two working days of the passing of the resolutions at the EGM of the Company to be held on Saturday, November 28, 2026, and communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

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

ITEM NO. 1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENTIAL ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: ORDINARY RESOLUTION

In order to broaden the capital base of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from existing Rs. 22,00,00,000/- (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 29,00,00,000/- (Rupees Twenty-Nine Crore Only) divided into 2,90,00,000 (Two Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of an additional 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respect with existing equity shares of the company, aggregating to Rs. 7,00,00,000 (Rupees Seven Crore only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company www.shlokkadyes.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as **Ordinary Resolution.**

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

TO ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on November 03, 2026, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 31,00,000 (Thirty-One Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date, being Thursday, October 29, 2026.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
9. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the EGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the Preferential Issue including date of passing of Board resolution.

The Board of Directors at its meeting held on November 03, 2026 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 31,00,000 (Thirty-One Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 35.00 per equity Shares (including premium of Rs. 25.00 per equity Shares) aggregating up to Rs. 10,85,00,000/- (Rupees Ten Crores Eighty-Five Lakhs Only) for cash consideration, on a preferential basis.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 31,00,000 (Thirty-One Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 35.00 per equity Shares (including premium of Rs. 25.00 per equity Shares) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on SME Platform of BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Thursday, October 29, 2026 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Article of Association do not provides for method of determination which result in floor price higher than that determine under ICDR Regulation

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

OR

ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated November 03, 2026, from Mr. Moiz Shabbirbhai Ezzi, an Independent Registered Valuer having its office at A/84, 8th Floor, Pariseema Complex, Opp. Tanishq, C.G. Road, Ahmedabad – 380 009, Gujarat, India and Registration No: IBBI/RV/07/2020/13533 and the copy of the same has been hosted on the website of the Company which can be accessed athttps://shlokkadyes.com/wp-content/uploads/2026/11/Valuation-Report.pdf. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 34.58/- (Rupees Thirty-Four and Fifty-Eight Paisa only).

However, the issue price for this Preferential Issue is kept at Rs. 35/- per Equity Share including Security Premium of Rs. 25/- per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

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

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 35/- (Rupees Thirty Five only) Per Equity Share including Security Premium of Rs. 25.00 (Rupees Twenty-Five only) Per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 10,85,00,000/- (Rupees Ten Crores Eighty-Five Lakhs Only).

G. The Objects of the issue through preferential offer:

Sr. No.	Particulars	Amount (In Rupees)	Tentative Time Frame for utilization
1.	To meet working Capital requirement of the company	8,24,60,000	24 months from the date of receipt of funds
2.	General Corporate Purpose of the company	2,60,40,000	24 months from the date of receipt of funds
Total		**10,85,00,000**	

Until the proceeds are utilized by the Company, they shall be maintained in a bank account, bank deposits, and/or fixed deposits, or money market instrument or other non-capital eroding instruments as deemed appropriate by the Board and as permitted under the applicable laws, in the best interest of the Company.

H. The total number of securities to be issued:

The total number of Equity Shares proposed to be issued is Up to 31,00,000 (Thirty-One Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the persons falling under the category of Promoters, Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to the Equity Shares offered under the Issue. However, Mr. Vaibhav Pravinchandra Shah intends to subscribe to 15,00,000 Warrants, Ms. Shivani S. Rajpurohit intends to subscribe to 10,00,000 Warrants and Ms. Pravinaben P. Shah intends to subscribe to 7,50,000 Warrants, aggregating to 32,50,000 Warrants.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Equity Shares is proposed to be made to the:-

a) Public - Non-Institutional – Individuals
b) Public - Non-Institutional –HUF

K. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	Pre Issue[1]		Post Issue[2]	
	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	1,50,57,848	70.34	1,83,07,848	64.44
Bodies Corporate	0		0	
Sub Total (A)(1)	**1,50,57,848**	70.34	**1,83,07,848**	64.44
2. Foreign	0	0.00		
Sub Total (A)(2)	**0**	0.00		
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,50,57,848**	**70.34**	**1,83,07,848**	**64.44**
B. Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	0	0.00	0	0.00
3. Foreign Portfolio Investors	0	0.00	-	0.00
4. NBFCs registered with RBI	0	0.00	0	0.00
Sub-Total (B) (1)	**0**	0.00	**0**	**0.00**
2. Central Government/State Government(s)/President of India	0	0.00	0	0
Sub-Total (B) (2)	**0**	0.00	**0**	**0**
3. Non-institutions				
a) Individuals:				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	28,11,300	13.13	28,01,700	9.86
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	24,13,200	11.27	56,72,800	19.97
Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00
b) Bodies Corporate	8,74,200	4.08	8,74,200	3.08
c) Non-Resident Indians (NRIs)	49,200	0.23	49,200	0.17
d) Any Other				0.00
i. Trusts	0	0.00	0	0.00
ii. HUF	1,65,600	0.77	6,65,600	2.34
iii. Partnership Firm	0	0.00	0	0.00
iv. LLP	37,200	0.17	37,200	0.13
v. Clearing Member	0	0.00	0	0.00
Sub-Total (B) (3)	**63,50,700**	**29.66**	**1,01,00,700**	**35.56**

Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**63,50,700**	**29.66**	**1,01,00,700**	**35.56**
Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0
Sub Total (C)	**0**	0.00	**0**	**0**
GRAND TOTAL (A)+(B)+(C)	**2,14,08,548**	**100**	**2,84,08,548**	**100**

Note:

1) *The Pre-Issue Shareholding Pattern is based on shareholding as on November 03, 2026.*
2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.*
3) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes*
4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
5) *Subject to allotment and necessary approvals, the Company's paid-up share capital expected to exceed Rs. 25 Crores and accordingly, in line with the proviso to Regulation 280(2) of the SEBI (ICDR) Regulations, 2018, the Company undertakes to comply with the SEBI (LODR) Regulations, 2015 applicable to Main Board listed entities beyond the paid up capital threshold of Rs. 25 Crores.*
6) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

L. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	ANITA DAHYALAL PRAJAPATI	Public	Public	Self	1,02,000	0.36
2.	NISHA PRAJAPATI	Public	Public	Self	1,03,600	0.36
3.	TARADEVI DWARKAPRASAD KUMAWAT	Public	Public	Self	1,00,000	0.35
4.	GIRISHKUMAR MADHAVLAL PATEL HUF	Public	Public	GIRISHKUMAR MADHAVLAL PATEL	1,50,000	0.53
5.	MADHAVLAL S PATEL	Public	Public	Self	1,50,000	0.53
6.	MAULIK HIMMATBHAI PATEL	Public	Public	Self	1,00,000	0.35
7.	JAGRUTIBEN KUNAL KRIPLANI	Public	Public	Self	1,50,000	0.53
8.	BRAHMA RAVAL HUF	Public	Public	BRAHMA GHOSH RAVAL	1,50,000	0.53
9.	PAVAN KHANDELWAL HUF	Public	Public	KHANDELWAL PAVANKUMAR DINESHCHANDRA	2,02,400	0.71
10.	ASHABEN ROHITKUMAR PATEL	Public	Public	Self	1,00,000	0.35

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
11.	DIPALI PARTH PANCHAL	Public	Public	Self	1,00,000	0.35
12.	DASHARATHBHARTHI GOPALBHARTHI GAUSWAMI	Public	Public	Self	1,50,000	0.53
13.	MITALI DASHARATHBHARTHI GAUSWAMI	Public	Public	Self	1,50,000	0.53
14.	KRISHNAM SARAF	Public	Public	Self	1,50,000	0.53
15.	NARESH SARAAF	Public	Public	Self	1,50,000	0.53
16.	PRIYANK NARENDRABHAI PARMAR	Public	Public	Self	1,02,400	0.36
17.	SUNITA KISHAN AGRAWAL	Public	Public	Self	1,00,000	0.35
18.	MAYANK A JANI	Public	Public	Self	1,50,000	0.53
19.	PATEL PALAKBEN JAIMIN	Public	Public	Self	51,200	0.18
20.	ANIL LAXMANDAS PURSNANI	Public	Public	Self	3,00,000	1.06
21.	SUNITABEN TULSIDAS KRIPLANI	Public	Public	Self	3,00,000	1.06
22.	MEHUL SHAH	Public	Public	Self	50,000	0.18
23.	SHAH PRAKASHBHAI A	Public	Public	Self	50,000	0.18

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2026-27 (till the date of this notice).

N. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Thursday, October 29, 2026, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

O. Principle terms of assets charged as securities

Not Applicable

P. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

Q. Change in Control, if any, in the Company consequent to the preferential issue:

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

R. Undertaking regarding post-issue paid-up share capital

The Company hereby undertakes that, upon allotment of equity shares, its paid-up share capital is expected to exceed Rs. 25 crores. Accordingly, in terms of the proviso to Regulation 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company confirms that it shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that apply to entities listed on the Main Board.

S. Undertaking regarding re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

T. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Insiya Nalawala & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at https://shlokkadyes.com/wp-content/uploads/2026/11/PCS-Certificate.pdf.

U. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

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

The Company has not made any allotment on preferential basis during the current financial year 2026-27. (till the date of this notice).

W. Listing:

The Company will make an application to BSE Limited, at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

ITEM NO. 3

TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

The Board of Directors at its meeting dated November 03, 2026 have proposed to create, offer, issue and allot Up to 39,00,000 (Thirty-Nine Lakhs) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 35/- (Rupees Thirty-Five only) (including premium of Rs. 25/-)

per Warrant aggregating up to Rs. 13,65,00,000/- (Rupees Thirteen Crore Sixty-Five Lakhs Only) ("Total Issue Size") to Proposed allotees on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited, ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allotees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, October 29, 2026.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

a) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;

b) In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Thursday, October 29, 2026.

c) In accordance with the applicable provisions of the SEBI (ICDR) Regulations, 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");

d) The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment of 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;

e) On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised within end of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

h) The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking Listing approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i) The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j) The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Thursday, October 29, 2026. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. The objects of the Preferential Issue:

The Company's business is growing and the funds are required by the Company for the following objects:

Sr. No.	Particulars	Amount (In Rupees)	Tentative Time Frame for utilization
1.	To meet working Capital Requirement of the company.	10,37,40,000	24 months from the date of receipt of funds
2.	General Corporate Purpose of the company.	3,27,60,000	24 months from the date of receipt of funds
Total		**13,65,00,000**	

Considering 100% conversion of Warrants into equity shares within the stipulated time.

Until the proceeds are utilized by the Company, they shall be maintained in a bank account, bank deposits, and/or fixed deposits, or money market instrument or other non-capital eroding instruments as deemed appropriate by the Board and as permitted under the applicable laws, in the best interest of the Company.

B. The price or price band at within which the allotment is proposed

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price Rs. 35/- (Rupees Thirty-Five Only) per warrant including Security Premium of Rs. 25/- (Rupees Twenty-Five only) per warrant, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

C. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	VAIBHAV PRAVINCHANDRA SHAH	Promoter	15,00,000
2.	SHIVANI S RAJPUROHIT	Promoter	10,00,000
3.	PRAVINABEN P SHAH	Promoter Group	7,50,000
4.	TUSHAR SABHAPATI MISHRA	Public	6,50,000
Total			**39,00,000**

D. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on November 03, 2026 proposed to issue and allot up to 39,00,000 convertible warrants at a price of Rs. 35/- (Rupees Thirty- Five only) per warrant each convertible into 1 (One) Equity shares of face value of Rs. 10.00/- each at a premium of Rs. 25/- (Rupees Twenty-Five only) per warrants aggregating to not more than Rs. 13,65,00,000/- (Rupees Thirteen Crore Sixty-Five Lakhs Only) to the proposed allottee.

E. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on SME Platform of BSE Limited, for a period of more than 90 trading days as on the relevant date i.e. Thursday, October 29, 2026 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

iii. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

iv. The 10 trading days' volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Article of Association do not provides for method of determination which result in floor price higher than that determine under ICDR Regulation

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

OR

ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated November 03, 2026 from Mr. Moiz Shabbirbhai Ezzi, an Independent Registered Valuer having its office at A/84, Pariseema Complex, Opposite Tanishq, C G Road, Ahmedabad – 380 009, Gujarat, India and Registration No: IBBI/RV/07/2020/13533 and the copy of the same has been hosted on the website of the Company which can be accessed at https://shlokkadyes.com/wp-content/uploads/2026/11/Valuation-Report.pdf. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w.t Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 34.58/- (Rupees Thirty-Four and Fifty-Eight Paisa only).

However, the issue price for this Preferential Issue is kept at Rs. 35/- per Equity Share including Security Premium of Rs. 25/- per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

F. Name and address of valuer who performed valuation;

Pursuant to the provision of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Company has obtained a Valuation Report dated November 03, 2026 issued by a Registered Valuer namely CA Moiz Shabbirbhai Ezzi, RV registration no. IBBI/RV/07/2020/13533 having office situated at A/84, Pariseema Complex, Opposite Tanishq, C G Road, Ahmedabad – 380 009, Gujarat, India.

G. Relevant date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the determination of the minimum price for the Warrants to be issued is Thursday, October 29, 2026, being the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting;

H. Amount which the company intends to raise by way of such securities;

Rs. 13,65,00,000/- (Rupees Thirteen Crore Sixty-Five Lakhs Only).

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

Except Mr. Vaibhav Pravinchandra Shah, Ms. Shivani S Rajpurohit and Ms. Pravinaben P Shah, Promoters and Member of Promoter Group of the Company, none of the Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management intend to subscribe to the convertible warrants proposed to be issued by the Company.

J. Proposed time within which the proposed preferential issue shall be completed:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals or permissions.

Warrant Holders has an option to convert warrants, at any time, in one or more tranches, Within Eighteen (18) months from date of allotment of warrants on payment of 75% balance amount due on warrants, into equivalent number of fully paid up Equity Shares of face value of Rs. 10/-

K. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

L. Requirements as to re-computation of price:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

M. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the financial year 2026-27 till the date of this Notice.

N. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Name of Proposed Allotees	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post the preferential issue
VAIBHAV PRAVINCHANDRA SHAH	Promoter - Individual	Promoter – Individual
SHIVANI S RAJPUROHIT	Promoter - Individual	Promoter – Individual
PRAVINABEN P SHAH	Promoter Group - Individual	Promoter Group – Individual
TUSHAR SABHAPATI MISHRA	Public - Individual	Public – Individual

O. Valuation for consideration other than cash:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

P. Lock-in:

The Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

Q. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

R. The class or classes of persons to whom the allotment is proposed to be made:

a. Promoter/ Promoter Group - Non-Institutional – Individuals
b. Public - Non-Institutional – Individuals

S. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allotees	Current Status of the Proposed Allottees	Ultimate Beneficial Owner
1.	VAIBHAV PRAVINCHANDRA SHAH	Promoter - Individual	Self
2.	SHIVANI S RAJPUROHIT	Promoter - Individual	Self
3.	PRAVINABEN P SHAH	Promoter Group - Individual	Self
4.	TUSHAR SABHAPATI MISHRA	Public - Individual	Self

T. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of Shares	%		No. of Shares	%
1.	VAIBHAV PRAVINCHANDRA SHAH	Promoter - Individual	90,34,700	42.20	15,00,000	1,05,34,700	37.08
2.	SHIVANI S RAJPUROHIT	Promoter - Individual	60,22,948	28.13	10,00,000	70,22,948	24.72

3.	PRAVINABEN P SHAH	Promoter Group - Individual	100	0	7,50,000	7,50,100	2.64
4.	TUSHAR SABHAPATI MISHRA	Public - Individual	0	0	6,50,000	6,50,000	2.29

There shall be no change in the management or control of the Company pursuant to the proposed issueand allotment of convertible warrants including conversion thereof into equity.

U. Shareholding pattern of the issuer before and after the preferential issue:

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	**Pre Issue[1]**		**Post Issue[2]**	
	No. of Equity Shares	**%**	**No. of Equity Shares**	**%**
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	1,50,57,848	70.34	1,83,07,848	64.44
Bodies Corporate	0		0	
Sub Total (A)(1)	**1,50,57,848**	70.34	**1,83,07,848**	64.44
2. Foreign	0	0.00		
Sub Total (A)(2)	**0**	0.00		
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,50,57,848**	**70.34**	**1,83,07,848**	**64.44**
B. Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	0	0.00	0	0.00
2. Foreign Portfolio Investors	0	0.00	-	0.00
3. NBFCs registered with RBI	0	0.00	0	0.00
Sub-Total (B) (1)	**0**	0.00	**0**	**0.00**
2. Central Government/State Government(s)/President of India	0	0.00	0	0
Sub-Total (B) (2)	**0**	0.00	**0**	**0**
3. Non-institutions				
a) Individuals:				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	28,11,300	13.13	28,01,700	9.86
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	24,13,200	11.27	56,72,800	19.97
Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00
b) Bodies Corporate	8,74,200	4.08	8,74,200	3.08
c) Non-Resident Indians (NRIs)	49,200	0.23	49,200	0.17
d) Any Other				0.00
i. Trusts	0	0.00	0	0.00
ii. HUF	1,65,600	0.77	6,65,600	2.34
iii. Partnership Firm	0	0.00	0	0.00

iv. LLP	37,200	0.17	37,200	0.13
v. Clearing Member	0	0.00	0	0.00
Sub-Total (B) (3)	**63,50,700**	**29.66**	**1,01,00,700**	**35.56**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**63,50,700**	**29.66**	**1,01,00,700**	**35.56**
Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0
Sub Total (C)	**0**	0.00	**0**	**0**
GRAND TOTAL (A)+(B)+(C)	**2,14,08,548**	**100**	**2,84,08,548**	**100**

Note:

1) *The Pre-Issue Shareholding Pattern is based on shareholding as on November 03, 2026.*
2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.*
3) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes*
4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
5) *Subject to allotment and necessary approvals, the Company's paid-up share capital expected to exceed Rs. 25 Crores and accordingly, in line with the proviso to Regulation 280(2) of the SEBI (ICDR) Regulations, 2018, the Company undertakes to comply with the SEBI (LODR) Regulations, 2015 applicable to Main Board listed entities beyond the paid up capital threshold of Rs. 25 Crores.*
6) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

V. Undertaking regarding post-issue paid-up share capital

The Company hereby undertakes that, upon allotment of equity shares pursuant to conversion of warrants, its paid-up share capital is expected to exceed Rs. 25 crores. Accordingly, in terms of the proviso to Regulation 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company confirms that it shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that apply to entities listed on the Main Board.

W. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Insiya Nalawala & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at https://shlokkadyes.com/wp-content/uploads/2026/11/PCS-Certificate.pdf.

X. Principle terms of assets charged as securities:

Not applicable.

Y. Other disclosures:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof. The approval of the members is being sought to enable the Board to issue and allot the equity warrants and later on upon conversion equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except Mr. Vaibhav Pravinchandra Shah and Ms. Shivani S Rajpurohit and there relatives, none of the other Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any and their respective subscription to the preferential issue.

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a **Special Resolution.**

By Order of the Board of Directors,
Shlokka Dyes Limited

Sd/-
Vaibhav Pravinchandra Shah
Chairman and Managing Director
DIN: 06826565

Place: Ahmedabad
Date: November 03, 2026