

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **Shashank Traders Limited** will be held on 16<sup>th</sup> day of March, 2015 at 2.00 PM at Registered Office of the Company at 702-A, Arunachal Building,19, Barakhamba Road, Connaught Place, New Delhi-110001 to transact the following business:-

**SPECIAL BUSINESS:**

**1. INCREASE IN AUTHORISED SHARE CAPITAL**

To consider and if thought fit, with or without modification, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provision of Sections 13, 14, 15, and 64 or other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, (corresponding to section 16, 31 & 94 of the Companies Act, 1956) the consent of the members of the Company be and is hereby granted to increase the Authorized Share Capital of the Company from Rs. 3,00,00,000/- (Three Crore) divided into 30,00,000 (Thirty Lacs) equity shares of Rs. 10/- (Ten) each to Rs. 3,50,00,000/- (Three Crore Fifty Lacs) divided into 35,00,000 (Thirty Five Lacs) equity shares of Rs. 10/- (Ten) each ranking pari passu with the existing Shares of the Company.

**FURTHER RESOLVED THAT** consequent upon the increase in the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended as under:

- I. The authorized share capital of the Company is Rs. 3,50,00,000/- (Three Crore Fifty Lacs) divided into 35,00,000 (Thirty Five Lacs) equity shares of Rs. 10/- each.**

**FURTHER RESOLVED THAT** consequent upon the increase in the Share Capital, the existing Article of the Articles of Association of the Company regarding Authorized Capital be and is hereby altered as under:

**‘The capital of the Company is as per Clause V of the Memorandum of Association of the Company’.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

**2. ISSUE OF BONUS SHARES**

To consider and if thought fit, with or without modification, to pass the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in terms of section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, and also subject to regulations/guidelines issued by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to the Company for capitalization of a sum not exceeding Rs. 2,10,00,000 (Two Crores Ten Lakhs) from the general reserve, or any other permitted reserve/surplus as may be decided by the board of directors of the Company for the purpose of issue of bonus shares of Rs. 10/- (Rs. Ten) credited as fully paid-up to the holders of the Equity Shares of the Company whose name will be appear on the Register of Members on the Record Date determined by the Board for the purpose, in proportion of 21 (Twenty One) fully paid-up bonus Equity shares of Rs. 10/- each for every 10 (Ten) fully paid-up Equity shares of Rs. 10/- each held by them and that the bonus shares so distributed shall for all purposes, be treated as an increase in the paid up capital of the Company held by each such member and not as income.”

**RESOLVED FURTHER THAT** any fraction shares, if any, arising out of the bonus issue shall be rounded off to or by way of cash to the shareholders against the fraction shares held by them as may be decided by the board of directors.

**RESOLVED FURTHER THAT** the new equity shares of ` 10/- each to be allotted as bonus equity shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to dividend(s) to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares in dematerialized form will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form and in case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus shares shall be dispatched, within such time as prescribed by law and the relevant authorities.”

**RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent that they relate to non-resident members if any of the Company; shall be subject to such approval, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as amended from time to time or rules made thereunder, as may be deemed necessary.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on Stock Exchanges where the securities of the Company are listed as per the provisions of listing agreements with the respective Stock Exchange and other applicable guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby jointly/ severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may be arise in this regard as the Board in its absolute direction may deem necessary or desirable and its decision shall be final and binding.”

Place: New Delhi  
Dated: 14<sup>th</sup> February, 2015

For and on Behalf of the Board of Directors

Sd/-  
Director  
(Deependra Singh Negi)  
Din-07002417

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy, duly completed, stamped and signed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the EGM is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
5. Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
6. Corporate Members intending to depute their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
7. The Notice of the EGM along with the Attendance slip and Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same, For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
8. Members may also note that the Notice of the EGM will be available on the Company's website: [www.shashankinfo.in](http://www.shashankinfo.in). The Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members may write to us at [info@shashankinfo.in](mailto:info@shashankinfo.in) if they have any queries or require communication in physical form in addition to electronic communication.
9. Members who hold shares in dematerialized form are requested to bring their Client Id and DP Id numbers for easy identification.
10. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Extraordinary General Meeting and will also be available for inspection at the Meeting.
11. The procedure and instructions for e-voting are as follows:

**(A) In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**

- (i) Open e-mail and open PDF file viz."STL e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder-Login.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote. If you are logging in for the first time please enter the User ID and Password as attached with the e-mail as initial password.
- (v) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Once the Home page of e-Voting opens, Click on e-Voting: Active Voting Cycles.
- (vii) Select EVEN of Shashank Traders Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message 'Vote Cast Successfully' will be displayed.
- (x) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [agrwal.kundan@gmail.com](mailto:agrwal.kundan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) In case of Members receiving Physical copy of Notice of Extraordinary General Meeting (For those members whose e-mail addresses are not registered with Company/Depositories):**

- (i) User ID and initial password are provided in the Attendance Slip attached.
- (ii) Please follow all steps from Sl. No. (ii) to S. No. (x) as mentioned in (A) above, to cast vote.

**(C) Other Instructions:**

(A) The e-voting period commences and ends on 11th March, 2015 (9.00 a.m. to 6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th February, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th February, 2015.

(D) Mr. Kundan Agrawal, Practicing Company Secretary (Membership No. FCS-7631 & CP No. 8325), Proprietor of M/s. Kundan Agrawal And Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(E) The Results shall be declared on or after the EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.shashankinfo.in](http://www.shashankinfo.in) and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Calcutta Stock Exchange and Delhi Stock Exchange.

**For members who wish to vote using ballot form:**

Pursuant to Clause 35B of the listing agreement, Members may fill in the ballot form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Kundan Agrawal, C/o. Shashank Traders Limited, at 702-A, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001, so as to reach by 6.00 p.m. on March 11, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

**ITEM No. 1**

To enable the bonus issue of equity share capital of the Company, the Company would be required to increase the Authorised Share Capital of the Company which is presently Rs. 3,00,00,000/- (Three Crores) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Ten) each to Rs. 3,50,00,000/- (Three Crores Fifty Lakhs) divided into 35,00,000 (Thirty Five Lakhs) equity shares of Rs. 10/- (Ten) each. Consequently, the capital clause as appearing in the Memorandum and Articles of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

As per the provisions of Sections 13, 14, 15, 64 of the Companies Act, 2013, a Company can increase the Share Capital by altering the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On increase of authorized capital, it would be necessary to amend Clause V of the Memorandum of Association and also the Articles of Association. The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause and Article.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Directors recommend the Resolution for your approval as special resolution. None of the Directors of the Company including their relatives, is, in any way, concerned or interested in the said resolution.

**ITEM No. 2**

The present level of Reserves & Surplus (as on September 30, 2014) of your Company is more than 2 times of the Paid-up Equity share Capital of the Company.

Considering this position of Reserves and Surplus, your Directors at their meeting held on February 14, 2015 have recommended issue of bonus equity shares in the proportion of 21:10 (i.e. Twenty One Bonus Equity Share of Rs. 10/- for every ten fully paid up equity share of Rs. 10/- each) held by the members on a date (Record Date), by capitalization of a sum of 2.10 crores from the, general reserve, or any other permitted reserve/surplus as may be decided by the Board of Directors of the Company as per the Audited Accounts of the Company for the Financial year ended March 31st, 2014. The same is proposed to be utilized by issuing 21,00,000 new fully paid-up equity shares of ` 10/- (Rupee Ten only) each as bonus shares.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the proportion of 21 (twenty one) new equity share for every 10 (ten) existing equity share held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company. The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No. 2 only to the extent of shares held, if any, by them in the Company. The proposed Resolution does not relate to or affect any other Company.

The Board of Directors commends the resolution for approval of the shareholders

Place: New Delhi  
Dated: 14<sup>th</sup> February, 2015

**For and on Behalf of the Board of Directors**

**Sd/-  
Director  
(Deependra Singh Negi)  
Din-07002417**

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

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

CIN:	L52110DL1985PLC021076
Name of the company:	Shashank Traders Limited
Registered office:	702-A, Arunachal Building,19, Barakhamba Road, Connaught Place,New Delhi-110001

Name of the member(s): Registered address: Email Id: Folio No./Client Id: DP ID:
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I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 16<sup>th</sup> day of March, 2015 At 02.00 p.m. at 702-A, Arunachal Building,19, Barakhamba Road, Connaught Place,New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Approval for increase in authorised share capital
2.	Approval for issue and allot Bonus shares

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)



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

SHASHANK TRADERS LIMITED  
Regd. Office: 702-A, Arunachal Building,19, Barakhamba Road, Connaught Place,  
New Delhi-110001  
CIN : L52110DL1985PLC021076, Email id – info@shashankinfo.in

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ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting & End of e-voting	11th March, 2015 (9.00 a.m. to 6.00 p.m.).

. The cut-off date (i.e. the record date) for the purpose of e-voting is 13<sup>th</sup> February, 2015

----- TEAR HERE -----  
SHASHANK TRADERS LIMITED  
Regd. Office: 702-A, Arunachal Building,19, Barakhamba Road, Connaught Place,  
New Delhi-110001  
CIN : L52110DL1985PLC021076, Email id – info@shashankinfo.in

ATTENDANCE SLIP

I/We hereby record my presence at the Extra Ordinary General Meeting held on Monday,16<sup>th</sup> March, 2015 at 02.00 P.M. at 702-A, Arunachal Building,19, Barakhamba Road, Connaught Place, New Delhi-110001

Name of the Shareholders or Proxy (In Block Letters) \_\_\_\_\_  
No. of Shares Held \_\_\_\_\_  
Regd. Folio No. \_\_\_\_\_  
DP ID & Client ID \_\_\_\_\_

\_\_\_\_\_  
Signature of the Shareholder/Proxy  
Note:

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.