

**CPS SHAPERS LIMITED***(Formerly known as CPS Shapers Private Limited)***CIN: L18109MH2012PLC231749**

201-204 2nd Floor Swamini Industrial Estate No.3,

Opp. Varun Industries, Nanal Nagar, Waliv,

Vasai East, Thane 401 208, Maharashtra, India.

Tel: 0250 2451001/2, 3246049 | Fax: 0250 2451004.**Email: cs@dermawear.co.in | Website: www.cpsshapersltd.com****NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF C P S SHAPERS LIMITED WILL BE HELD ON SATURDAY NOVEMBER 08, 2025 AT 04:00 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 201-204 2ND FLOOR SWAMINI INDUSTRIAL ESTATE NO. 3 OPP VARUN INDUSTRIES, NANAL NAGAR, WALIV VASAI EAST 401 208, THANE, MAHARASHTRA, INDIA, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**ITEM NO. 1: TO APPROVE THE ISSUANCE OF EQUITY SHARES TO NON-PROMOTERS ON A PREFERENTIAL BASIS**

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto **66,900 equity shares** of face value of Rs. 10/- each on preferential basis, aggregating upto Rs. 5,01,75,000/- at issue price of Rs. 750/- (including a premium of Rs. 740/- per equity share), for cash consideration to the following non-promoter (hereinafter referred to as the “Proposed Allottees”): -

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Rishab Goenka	Non- Promoter	4,800
2.	Manoj Khemka	Non- Promoter	23,100
3.	Ak Family Trust Represented by Abhishek Khemka	Non- Promoter	13,200
4.	Akshay Rajendra Lunkad	Non- Promoter	3,300
5.	Ravindra Ramanlal Lunkad	Non- Promoter	3,300
6.	Unispace Property Ventures LLP	Non- Promoter	3,300
7.	Kalyanchand N Kotecha	Non- Promoter	1,200
8.	Deepika Raisoni	Non- Promoter	1,500
9.	Siddhartha Daga	Non- Promoter	13,200

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is October 09, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Chairman & Whole Time Director, Managing Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into contracts, arrangements, agreements, documents as the case may be, listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

ITEM NO. 2: TO APPROVE THE ISSUANCE OF WARRANTS TO PROMOTER ON A PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 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 the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to offer, issue and allot, from time to time in one or more tranches, upto **13,200 Warrants**, each convertible into 1 (One) fully paid-up equity shares of the Company having face value of Rs.10/- each, at an issue price /

conversion price of Rs. 750/- aggregating upto **Rs. 99,00,000/-** which may be exercised in one or more tranches within 18 months from the date of allotment of such warrant to the following promoter (hereinafter referred to as the “Proposed Allottees”):

Sr. No	Name of the Proposed Allottees	Category	No. of warrants to be allotted
1.	Abhishek Kamal Kumar	Promoter	13,200

RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:

- 1. Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
- 2. Consideration payable:** an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent. of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
- 3. Conversion Ratio / Other Conversion Terms:** Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of Rs. 10/- each.

The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the ICDR Regulations, at the conversion price of Rs. 750/- including a premium of Rs. 740/- per share.

- 4. Interest:** The warrants shall carry ‘Nil’ interest.
- 5. Voting:** The warrants shall not carry any voting rights.
- 6. Lock-in:** The warrants allotted in terms of this resolution shall be subject to lock-in as specified in the SEBI ICDR Regulation, 2018 provisions.

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the “Relevant Date”, for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to the conversion of warrant allotted on a preferential basis, is October 09, 2025, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Chairman & Whole Time Director, Managing Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for

the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

**For & On Behalf of the Board of Directors
CPS Shapers Limited**

**Sd/-
Shweta Bansal
(Company Secretary & Compliance Officer)
M.No: F12061**

Date: October 11, 2025.

Place: Vasai, Maharashtra.

NOTES

The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the Act”), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting (“EGM”) (“Notice”) is annexed hereto.

1. The Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) had issued various circulars from time to time with respect to conduct of Extra Ordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. MCA had also prescribed the procedure and manner of conducting the EGM through VC/OAVM. This EGM is, therefore, being conducted through VC/ OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The proceedings of the EGM deemed to be conducted at the Registered Office of the Company.
2. Since the EGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
3. No attendance slip/route map has been sent along with this Notice as the meeting is being held through VC/OAVM.
4. Members who will be shareholders as on **Friday, October 31, 2025** can join the EGM 15 minutes before the commencement of the meeting and until the time of the conclusion of the meeting by following the procedure mentioned in this Notice.
5. Members attending the EGM through VC/OAVM will be counted for reckoning Quorum under Section 103 of the Companies Act, 2013.
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the certified Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, to the Scrutinizer at csdeepalikaushik15@gmail.com and Company at cs@dermawear.co.in and read the other instructions given below.
7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
 - i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
9. Members holding shares in Demat mode may kindly note that any request for Change in KYC i.e Change of Name, change of address or change of E-mail ID or change in Mobile No. or change in bank particulars/mandates or registration of nomination or any other changes are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
10. Members are requested to contact the Company’s Registrar & Share Transfer Agent Bigshare Services Private Limited (“Bigshare”) having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India; Tel.: (022) 62638222 Email id: investor@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact to the Company having email id: cs@dermawear.co.in.
11. In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of the EGM. The Members may note that the Notice calling the EGM will also be available on the website of the Company at www.cpsshapersltd.com in Investors & News Section. The Notice of the EGM can also be accessed from the website of the National Stock Exchange of India Limited at www.nseindia.com, respectively and on the website of the Bigshare Services Private Limited i.e. www.bigshareonline.com.

12. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra-Ordinary General Meeting is **Friday, 10th October, 2025**.
13. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
14. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.
16. The Company has appointed Ms. Deepali Kaushik, an Advocate, New Delhi as scrutinizer to scrutinize the voting and the e-voting process in a fair and transparent manner.
17. The Chairman shall, at the EGM, at the end of discussion on the Resolution on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the EGM through VC/AOVM.
18. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/her in writing, who shall countersign the same and declare the result of the e-voting within 48 hours of conclusion of the EGM.
19. The Notice of the EGM shall be placed on the website of the Company till the date of EGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.cpsshapersltd.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed.

20. Questions and queries:

Members seeking any information with regard to matter placed at the EGM, are requested to write to the Company on or before **Friday, October 31, 2025** through email on cs@dermawear.co.in . Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the cut-off date i.e. **Friday, October 31, 2025**

21. Speaker Registration:

Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to cs@dermawear.co.in by **Friday, October 31, 2025**. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

22. E-voting:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the Bigshare i-Vote E-Voting System.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of **Friday, October 31, 2025** shall be entitled to avail the facility of remote e-voting or e-voting on the day of the EGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

23. Instructions for e-voting during the EGM:

The e-voting window shall be activated upon instructions of the Chairman or the duly authorized officers during the EGM proceedings.

Only those Shareholders, who are present in the EGM and have not casted their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, October 31, 2025**, are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Notice and holding shares as of the cut-off date i.e. **Friday, October 31, 2025**, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or to the Company at cs@dermawear.co.in.

Members are requested to follow the instructions given in this notice to cast their votes through e-voting.

The detailed steps on the process and manner for remote e-voting/e-voting at the EGM and to access the VC/OAVM facility at the EGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Wednesday, November 05, 2025 at 09:00 A.M. (IST)** and ends on **Friday, November 07, 2025 at 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, October 31, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.

- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- 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.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**For & On Behalf of the Board of Directors
CPS Shapers Limited**

**Sd/-
Shweta Bansal
(Company Secretary & Compliance Officer)
M.No: F12061**

**Date: October 11, 2025.
Place: Vasai, Maharashtra.**

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated October 11th, 2025.

Item No 1 and 2:

The Board has resolved to raise fund upto Rs. 6,00,75,000 /- by way of offer, allot, and issue upto

- A. 66,900 Equity Shares of face value of Rs. 10/- each at an issue price of Rs.750/- per equity share (including a premium of Rs. 740/- per equity share) aggregating to Rs. 5,01,75,000/- on a preferential basis, to Non-Promoter and in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. (“Preferential Allotment”)
- B. 13,200 Warrants on preferential basis to Promoter at an issue price of Rs.750/- per warrants, each Warrant convertible into 1 (one) Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 740/ each, aggregating to Rs. 99,00,000 /- in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. (“Preferential Allotment”)

The information pertaining to the proposed allotment of equity share and warrants is stated below:

- a. **Objects of the Issue:** The company is raising Rs. 6,00,75,000 /- for working capital.
- b. **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue upto 66900 Equity Shares and 13200 Equity shares to be allotted on conversion of Warrants.
- c. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** *Except Abhishek Kamal Kumar, Promoter of the company,* none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares or warrants proposed to be issued under the aforesaid Preferential Allotment.
- d. **Pricing of the Issue:** The issue of equity shares will be at Rs. 750/-per Equity Share (including a premium of Rs. 740/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018. Further, the warrants shall be converted into Equity shares at Rs. 750 /- which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.
- e. **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 742.36/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares and warrants.

Based on the above, the Board of Directors of the Company has decided the issue price of equity shares preferential basis shall be at Rs. 750 /- each.
- f. **Relevant Date :** The ‘Relevant Date’ for the purpose of determining the issue price is October 09, 2025, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

g. Proposed time within which allotment shall be completed: As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares and warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

h. 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 names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and warrants proposed to be allotted:-

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners
1.	Abhishek Kamal Kumar	NA
2.	Rishab Goenka	NA
3.	Manoj Khemka	NA
4.	Ak Family Trust Represented By Abhishek Khemka	Abhishek Khemka - Trustee Ruchi Khemka - Trustee Rekha Khemka - Trustee
5.	Akshay Rajendra Lunkad	NA
6.	Ravindra Ramanlal Lunkad	NA
7.	Unispace Property Ventures LLP	Amol Lahoti Minal Muttha
8.	Kalyanchand N Kotecha	NA
9.	Deepika Raison	NA
10.	Siddhartha Daga	NA

i. Shareholding Pattern of the issuer before and after the issue: The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.

j. Changes in control, if any, in the Company consequent to the issue: There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares / warrants.

k. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price: During the Current Financial Year, the company has not made any allotment.

l. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer: NA

m. Lock in restrictions: The equity shares and warrants to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

n. Certificate from Practicing Company Secretary: A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://www.cpsshapersltd.com/compliance-certificate>

o. Undertaking to re-compute the price: The Company hereby undertakes that it shall re-compute the price of the equity shares and warrants specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 wherever it is required to do so.

- p. Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- q. Undertaking:** In accordance with SEBI ICDR Regulations 2018;
- all the Equity Shares and warrants held by the proposed allottees in the Company are in dematerialized form only;
 - No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
 - No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;
- r. Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.
- s. Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:**

Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		Equity Shares to be allotted	Warrants to be allotted	Post-issue Shareholding Structure (Also assuming full conversion warrants)	
			Number	% of shares	Number	Number	% of shares	% Post
Abhishek Kamal Kumar	Promoter	Promoter	1,140,000	51.56	-	13,200	1,153,200	50.33
Rishab Goenka	Non-Promoter	Non-Promoter	0	0	4,800	-	4,800	0.21
Manoj Khemka	Non-Promoter	Non-Promoter	0	0	23,100	-	23,100	1.01
Ak Family Trust Represented By Abhishek Khemka	Non-Promoter	Non-Promoter	9,000	0.41	13,200	-	22,200	0.97
Akshay Rajendra Lunkad	Non-Promoter	Non-Promoter	0	0	3,300	-	3,300	0.14
Ravindra Ramanlal Lunkad	Non-Promoter	Non-Promoter	0	0	3,300	-	3,300	0.14
Unispace Property Ventures LLP	Non-Promoter	Non-Promoter	0	0	3,300	-	3,300	0.14
Kalyanchand N Kotecha	Non-Promoter	Non-Promoter	0	0	1,200	-	1,200	0.05
Deepika Raisonni	Non-Promoter	Non-Promoter	0	0	1,500	-	1,500	0.07
Siddhartha Daga	Non-Promoter	Non-Promoter	3,300	0.15	13,200	-	16,500	0.72
					66,900	13,200		

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 1 & 2 for the approval of the members.

Mr. Abhishek Kamal Kumar, Promoter of the Company and his relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares to be allotted on conversion of warrants that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**For & On Behalf of the Board of Directors
CPS Shapers Limited**

**Sd/-
Shweta Bansal
(Company Secretary & Compliance Officer)
M.No: F12061**

**Date: October 11, 2025.
Place: Vasai, Maharashtra.**

Annexure 1 - Pre and Post shareholding pattern

Sr. No.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	Promoter Holding				
1	Indian				
	Individual/ HUF	1,497,000	67.70	1,510,200	65.91
	Bodies Corporates				
	Any Other Specify	-	-		
	Sub-Total (A1)	1,497,000	67.70	1,510,200	65.91
2	Foreign Promoters	-	-		
	Sub-Total (A2)	-	-		
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	1,497,000	67.70	1,510,200	65.91
B	Non-Promoter Holding				
1	Institutional Investors	-	-		
	Foreign Portfolio Investors	-	-		
	Alternate Investment Funds		-		-
	Total (B1)	-	-	-	-
2	Institutions (Domestic)				
	Mutual Fund	-	-	-	-
3	Institutions (Foreign) FPI	-	-	-	-
4	Non-Institutions – KMP	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	334,800	15.14	362,100	15.80
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	231,420	10.47	254,520	11.11
	NRI	9,600	0.43	9,600	0.42
	Bodies Corporate	24,900	1.13	28,200	1.23
	Any Other	113,400	5.13	126,600	5.53
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	714,120	32.30	781,020	34.09
	Total (A+B)	2,211,120	100.00	2,291,220	100.00