Sheetal

Listing Center

Date: 06.07.2022

To,
BSE Limited,
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Scrip Code: 540757

SUB: Notice of Postal Ballot

Dear Sir,

It is hereby informed that SHETAL COOL PRODUCTS LIMITED is seeking approval of its Members for the Migration And Listing/Trading Of Equity Shares Of The Company From SME Platform Of BSE Limited (BSE SME) To Main Board Of BSE Limited And National Stock Exchange Of India Limited through Postal Ballot as set out in the Notice of the Postal Ballot. Pursuant to relevant Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI), the Notice of the Postal Ballot, has been sent through electronic mode on July 06, 2022, to Members, whose email address was registered with the Company/RTA/Depository Participant. A copy of the Notice of the Postal Ballot is enclosed for your reference and record. The same is also available on the website of the Company-www.scplco.com in and at website of NSDL: www.evoting.nsdl.com.

The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility. The e-voting period commence on Saturday, July 09, 2022 (9:00 am) and end on Sunday, August 07, 2022 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of July 01, 2022 (end of business hours), shall be allowed to cast their vote by e-voting.

The result of the Postal Ballot will be announced not later than two working days from the conclusion of the e-voting.

For, SHEETAL COOL PRODUCTS LIMITED

Bhupatbhai D Bhuva
(MANAGING DIRECTOR)
DIN: 06616061

Sheetal Cool Products Ltd. Amreli

Encl: As above

SHEETAL COOL PRODUCTS LIMITED
Plot No. 75 to 81, G.I.D.C. Estate, Amreli – 365601, Gujarat, INDIA.
(02792) 240503 | www.scplco.com
CIN : L15385GJ2013PLC077205

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of SHEETAL COOL PRODUCTS LIMITED ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, (" the Rules"), Secretarial Standard on General Meetings ("SS-2"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the Special Resolutions as set out in this Notice are proposed for consideration by Members of the Company for passing by means of Postal Ballot and by voting through electronic means only ('remote e-voting').

In terms of Circulars issued by the Ministry of Corporate Affairs, Government of India ("the MCA") vide its General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 , 39/2020 dated 31, December, 2020, 10/2021 dated June 30, 2021 and 20/2021 dated December 8, 2021 and 2/2022 dated May 5, 2022 (hereinafter collectively referred to as "MCA Circulars") and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all the decisions requiring members approval, other than items of ordinary businesses through mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at common venue.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolution through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed hereto for your consideration.

The Board of Directors of the Company (the "Board"), in its meeting held on July 04, 2022 has appointed Mr. Hardik Hudda (ICSI Membership No: A39621), Practicing Company Secretary having CP No. 14697, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on August 07, 2022, failing which it will be considered that no reply has been received from the Member.

The remote e-voting period commences from Saturday, July 09, 2022 at 09:00 a.m. (IST) and ends on Sunday, August 07, 2022 at 05:00 p.m. (IST). No remote e-Voting will be allowed after said date and time. The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots (only through remote e-voting). The result on the resolution proposed to be passed through Postal Ballots (only through remote e-voting) shall be announced on or before August 09, 2022 at the registered office of the Company. The results along with

the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, BSE Limited (BSE) where Equity Shares of the Company are listed.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. August 07, 2022 and it will be placed on the website of the Company: www.scplco.com and on the website of BSE Limited www.bseindia.com along with the Scrutinizer's Report.

SPECIAL BUSINESS:

ITEM NO. 1 - MIGRATION AND LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE SME) TO MAIN BOARD OF BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than the promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Regulation 277 of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE and NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE, NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE to Main Board of BSE and NSE.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by BSE and NSE or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company."

ON BEHALF OF THE BOARD OF DIRECTORS OF
SHEETAL COOL PRODUCT LIMITED

Place: Amreli (Gujarat)
Date: July 06, 2022

BHUPATBHAI DAKUBHAI BHUVA
Managing Director
DIN: 06616061

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NOTES:

1. In accordance with Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules"), explanatory statement setting out material facts and reasons for proposed resolution is annexed with the Notice of Postal Ballot.

In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the item of business as set out in the Notice are sought to be passed by Postal Ballot.

2. The Board of Directors has, at its meeting held on July 04, 2022, appointed Mr. Hardik Hudda (ICSI Membership No: A39521), Practicing Company Secretary, having CP No. 14697, to act as Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.

3. In compliance with the MCA Circular and on account of threat posed by COVID-19 pandemic situation, the Notice is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. July 01, 2022 will receive the Notice through electronic mode only.

5. A person whose name appears in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. July 01, 2022, shall be entitled to vote through e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.

6. The Notice is available on the Company's website viz. www.scplco.com and on the website of BSE Limited (BSE) at www.bseindia.com

7. In accordance with the sub rule (3) of Rule 22 of the Rules, after the completion of dispatch of postal ballot notice along with its requisite annexures, an advertisement will be published at least once in a vernacular newspaper of the district where the registered office of the Company is situated i.e. in Gujarati and at least once in English language in English newspaper having a wide circulation in the district where the registered office of the Company is situated.

8. The remote e-voting period commences from July 09, 2022 at 09:00 a.m. (IST) and ends on August 07, 2022 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares as on the cut-off date is may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

9. On account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:

a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at rajeev.kr@kfintech.com with cc to cs@sheetalicecream.com. The members shall provide the following information in the email-

Full Name:
No of shares held:
Folio Number (if shares held in physical) and PAN:
Share certificate number (if shares held in physical) and PAN:
DP ID & Client ID (if shares are held in demat)
Email id to be registered
Mobile No.:

10. E-Voting is available to members as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Company (Management and Administration) Rules, 2014 the members can exercise their vote by electronic means from July 09, 2022 at 09:00 a.m. (IST) and ends on August 07, 2022 at 05:00 p.m. (IST).

11. The voting rights of the members shall be in proportion to their share in the paidup equity share capital of the Company as on the Cut-off date i.e. July 01, 2022.

12. The Scrutinizer shall after the conclusion of e-voting on August 07, 2022, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of total votes cast in favor of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the postal ballot forthwith.

13. Results of voting shall be declared within Two Working Days from the time of conclusion of the remote e-voting. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website at within two working days from the time of conclusion of e-voting and will also be communicated to the Stock Exchange where the equity shares of the Company are listed.

14. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. August 07, 2022 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on July 09, 2022 at 09.00 A.M. and ends on August 07, 2022 05.00 P.M. 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. July 01, 2022 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 July 01, 2022 and EVEN No. 120355.

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 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	(i) 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 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 (ii) 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. (iii) Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com /myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration /EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) Login Method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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 119107 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 use your existing password to login and cast your vote.

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 huddaharsh@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at SantaM@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company 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 e-mail to cs@sheetalicecream.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@sheetalicecream.com. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode**.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1

As the Members/Shareholders are aware that the equity shares of the Company are listed on SME platform of BSE w.e.f October 30, 2017 and as per the SEBI (Issue of Capital Disclosure and Requirements) Regulations, 2018 (as amended from time to time) the Company having paid up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

The equity shares of the Company have been listed and traded on the SME Platform of BSE Limited for more than two years and hence eligible to migrate to the Main Board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") as per guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018 migration, listing and trading of equity shares on the Main Board of BSE and NSE.

Listing on the Main Board of BSE and NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The Board of Directors vide their meeting held on March 23, 2022 proposed to migrate from SME Platform of BSE Limited to Main Board of BSE and NSE as it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

The Migration of the Company from SME Platform to the Main Board of BSE and NSE is also subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholding against the proposal.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

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The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution in the Company.

ON BEHALF OF THE BOARD OF DIRECTORS OF
SHEETAL COOL PRODUCT LIMITED

Place: Amreli (Gujarat)
Date: July 08, 2022

BHUPATBHAI DAKUBHAI BHUVA
Managing Director
DIN: 06610061