

### POSTAL BALLOT NOTICE

<u>VOTING STARTS ON</u>	<u>VOTING ENDS ON</u>
<u>Tuesday, September 16, 2025 at</u> <u>09:00 a.m. (IST)</u>	<u>Wednesday, October 15, 2025 at</u> <u>05:00 p.m. (IST)</u>

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), in continuation to the circulars issued earlier in this regard (“MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as may be amended from time to time, and subject to other applicable rules, laws, regulations and notifications to transact the Special Business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means (‘remote e-voting’).

Pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules framed thereunder and SEBI LODR, the statement pertaining to the said resolutions, setting out all material facts and reasons thereof is annexed to the Postal Ballot Notice (“Notice”) for your consideration and forms part of this notice.

The Company has appointed Mr. Harshad Pusalkar of M/s. Pusalkar & Co., Practising Company Secretary, Mumbai, as the Scrutiniser for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Sejal Glass Limited (“the Company”)/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company’s Registrars and Transfer Agent (‘RTA’) / National Securities Depository Limited (‘NSDL’) and/or Central Depository Services (India) Limited (‘CDSL’), (NSDL and CDSL collectively ‘Depositories’). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-

paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.sejalglass.co.in>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, October 15, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

**Special Business :**

**1. PREFERENTIAL ISSUANCE OF 13,00,000 (THIRTEEN LAKHS ONLY) EQUITY SHARES TO THE PERSONS FORMING PART OF PROMOTER & NON-PROMOTER GROUP, FOR CASH CONSIDERATION:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“Stock Exchanges”), to the extent applicable, and subject to such approvals, consents, permissions

and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include SGL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in aggregate 13,00,000 (Thirteen Lakhs Only) fully paid-up equity shares of the face value of Rs. 10/- each of the Company ('Equity Shares'), at a price of Rs. 555/- (Rupees Five Hundred & Fifty Five Only) per Equity Share inclusive of a premium of Rs. 545/- (Rupees Five Hundred & Forty Five Only) per Equity Share, aggregating Rs. 72,15,00,000 (Rupees Seventy Two Crore Fifteen Lakhs Only) to the identified investors, as per the details herein mentioned below ("Proposed Allottees"), forming part of "Promoter/ Promoter Group and the Non Promoter Group" of the Company (Category: Promoter & Non Promoters), on a preferential issue basis, for cash consideration:

Sr. No.	Name and details of the Proposed Allottees	Category ('Promoter Group /Non Promoter Category')	Max. no. of Equity Shares to be allotted @ Rs. 555/- per equity share	Amount of Consideration upto (In Rs.)
1.	Abakkus Growth Fund- 2	Non-Promoter Category	5,00,000	27,75,00,000
2.	Mr. Chandrakant Gogri	Promoter Group	4,00,000	22,20,00,000
3.	M/s. Vinod H Biyani	Non-Promoter Category	2,00,000	11,10,00,000
4.	Ms. Fatema Huzefa Jamnagerwalla	Non-Promoter Category	1,08,000	5,99,40,000
5.	Mr. Ishan Sudhir Gosar	Non-Promoter Category	8,000	44,40,000

6.	Mr. Devesh Kabra	Non-Promoter Category	8,000	44,40,000
7.	Mr. Priyal Sharad Savla	Non-Promoter Category	8,000	44,40,000
8.	Ms. Bijal Piyush Rambhiya	Non-Promoter Category	8,000	44,40,000
9.	Kunvarji Shivji Chheda HUF	Non-Promoter Category	8,000	44,40,000
10.	Mr. Sagar Mahesh Tanna	Non-Promoter Category	8,000	44,40,000
11.	Mr. Jiggar Lakshnichand Savla	Non-Promoter Category	8,000	44,40,000
12.	Ms. Neha Rajen Gada	Non-Promoter Category	8,000	44,40,000
13.	Mr. Vijay VasANJI Mamanía	Non-Promoter Category	8,000	44,40,000
14.	Mr. Sudhir Shivji Bheda	Non-Promoter Category	4,000	22,20,000
15.	Mulesh Manilal Savla (HUF)	Non-Promoter Category	4,000	22,20,000
16.	Ms. Rina Sandeep Gupta	Non-Promoter Category	4,000	22,20,000
17.	Mr. Kalpesh Hirji Shah	Non-Promoter Category	4,000	22,20,000

18.	Ms. Vinita Jain	Non-Promoter Category	4,000	22,20,000
		<b>Total</b>	<b>13,00,000</b>	<b>72,15,00,000/-</b>

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Equity Shares is Monday, September 15, 2025 (the **“Relevant Date”**), being the date 30 (thirty) days prior to the date of passing this resolution and also being the last date of remote e-voting i.e. Wednesday, October 15, 2025).

**“RESOLVED FURTHER THAT** the Board which term shall deem to include SGL Committee of the Board of Directors for Operations), be and is hereby authorized to make an offer to the Proposed Equity Allottee(s) through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013 after passing of this shareholders’ resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

**“RESOLVED FURTHER THAT** the issue of the Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;
- ii. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- iii. The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- iv. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s);
- v. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for a cash consideration; and
- vi. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act and Chapter V of the SEBI ICDR Regulations annexed hereto, which shall be deemed to form part hereof.

**“RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and issue a Private Placement Offer cum Application Letter, in Form PAS-4, to the Proposed Allottees in accordance with the

provisions of the Act and that the allotment would be made only upon receipt of in-principle approvals from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

**“RESOLVED FURTHER THAT** the amount received by the Company pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies (“ROC”) in accordance with the provisions of Section 42 of the Act and rules made thereunder.

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

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include SGL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited and National Stock Exchange of India Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Securities Exchange Board of India (“SEBI”) 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 Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds raised by issuance of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** all actions taken by the Board or the SGL Committee of the Board of Directors for Operations in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

**2. PREFERENTIAL ISSUANCE OF 4,00,000 (FOUR LAKHS ONLY) FULLY CONVERTIBLE WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO “PROMOTER GROUP” FOR CASH CONSIDERATION:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“Stock Exchanges”), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include SGL Committee of the Board of Directors for Operations), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in aggregate 4,00,000 (Four Lakhs Only) unlisted convertible warrants (“Convertible Warrants”) to the identified investors, as detailed herein below (“Proposed Convertible Warrant Allottees”), forming part of “Promoter & Promoter Group”, on a preferential issue basis, for cash consideration, for an issue price of Rs. 555/- (Rupees Five Hundred & Fifty Five Only) per Convertible Warrant (“Issue Price), each Convertible Warrant carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 545/- (Rupees Five Hundred & Forty Five Only) per equity share for each Convertible Warrant, on a preferential basis, from time to time, in one or more tranches, anytime during the period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, for an amount aggregating Rs. 22,20,00,000/- (Rupees Twenty Two Crores Twenty Lakhs Only) and on such other terms and conditions as set out below and in the Explanatory Statement annexed to the Notice convening this meeting and as the Board may in its absolute discretion think fit and decide, in accordance with the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and Takeover Regulations or other applicable laws without requiring any further approval or consent from the Members.

Sr. No.	Name of the Proposed Convertible Warrant Allottees.	Category ('Promoter/Promoter Group')	Max. no. of Convertible Warrants to be allotted @ Rs. 555/- each which shall be converted into equal no. of equity shares	Amount of Consideration (in Rs.)
1.	Shivji Valji Gada HUF	Promoter Group	1,00,000	5,55,00,000
2.	Mr. Vedant Dhirraj Gada	Promoter Group	1,00,000	5,55,00,000
3.	Mr. Kanji Valji Gada	Promoter Group	60,000	3,33,00,000
4.	Mr. Mayurkumar Shantilal Gada	Promoter Group	50,000	2,77,50,000
5.	Ms. Kinnarri Mayur Gadda	Promoter Group	50,000	2,77,50,000
6.	Ms. Aruna Ashish Karia	Promoter Group	40,000	2,22,00,000
<b>Total</b>			<b>4,00,000</b>	<b>22,20,00,000</b>

**“RESOLVED FURTHER THAT** the equity shares allotted on exercise of the options attached to Warrants shall rank pari passu with the existing equity shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Convertible Warrants exercisable into Equity Shares is Monday, September 15, 2025 (the **“Relevant Date”**), being the date 30 (thirty) days prior to the date of passing this resolution and also being the last date of remote e-voting i.e. Wednesday, October 15, 2025).

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Convertible warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (i) One Convertible Warrant entitle the holder a right to subscribe to 1 (One) Equity Share of face value of Rs. 10/- each of the Company at a premium of Rs. 545/- (Rupees Five Hundred Forty Five Only) per Equity Share.
- (ii) The Convertible Warrants shall be issued and allotted by the Company in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any Regulatory Authority or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- (iii) An amount, in cash atleast 25% of the Issue Price shall be payable at the time of subscription or allotment of Convertible Warrants by the Proposed Convertible Warrant Allottees from their bank account and the balance 75% of the Issue Price shall be payable by the Proposed Convertible Warrant Allottees on the exercise of the Convertible Warrants and in case the Proposed Convertible Warrant Allottee does not exercise the option of conversion of the Convertible Warrants into Equity Shares within a period of 18 (Eighteen) months from the date of allotment of such Convertible Warrants, the unexercised Convertible Warrants shall lapse and the amount of 25% of the Issue Price already paid by the Warrant holder on such Convertible Warrants shall stand forfeited by the Company. In case option of conversion is exercised, the amount already paid against Convertible Warrants shall be adjusted/ set-off against the Issue Price for the resultant Equity Shares.
- (iv) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) The Proposed Convertible Warrant Allottees shall be entitled to all future corporate actions including but not limited to issue of bonus/ rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holder.
- (vi) Convertible Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants in one or more tranches during the period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised alongwith the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holder and perform such actions as required to credit the Equity Shares to the demat account of the allottees and entering the name of allottees in the records of the Depository as the registered beneficial owner of such Equity Shares.
- (vii) The Convertible Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations, the Securities Contracts (Regulation) Rules, 1957 and Takeover Regulations.

- (viii) The issue of the Convertible Warrants as well as Equity Shares arising from the exercise of the Convertible Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- (ix) The Convertible Warrants by themselves, until the Proposed Convertible Warrant Allottees exercises the option to subscribe to Equity Shares of the Company do not give the Warrant holder thereof any voting rights akin to that of shareholders of the Company.
- (x) The Equity Shares so allotted on exercise of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.
- (xi) The Equity Shares arising from the exercise of the Convertible Warrants will be listed on BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- (xii) The entire pre-preferential allotment equity shareholding of the Allottees shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- (xiii) That the Convertible Warrants and/or the Equity Shares to be allotted upon exercise of the Convertible Warrants, shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations relating to preferential issues.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Convertible Warrant Allottees, through Private Placement Offer Letter (in PAS-4).

**“RESOLVED FURTHER THAT** the amount received by the Company pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies (“ROC”) in accordance with Section 42 of the Act and rules made thereunder.

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above preferential issue of Convertible Warrants is being made in accordance with the SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include SGL Committee of the Board of Directors for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and expedient for such purpose, including without limitation issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including

modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited and National Stock Exchange of India Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Security Exchange Board of India (“SEBI”) 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 and CDSL and for the credit of such Warrants/ Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** SGL Committee of the Board of Directors for Operations be and is hereby authorized to issue and allot the Convertible Warrants and/or Equity Shares upon exercise of the entitlement attached to the Convertible Warrants subsequent to the approval of the members of the Company and/or Regulatory Authorities in this regard, and to take all incidental and consequential actions on such issue and allotment, and thereafter.

**“RESOLVED FURTHER THAT** all actions taken by the Board or the SGL Committee of the Board of Directors for Operations in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

#### NOTES:

1. The explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 thereto stating all material facts and reasons for the proposal set out in the resolutions are annexed herewith.
2. The Notice along with the instructions regarding remote e-voting is being sent only by email to all the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, September 12, 2025 (‘Cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar & Transfer Agent, MUFG Intime India Private Limited (‘MUFG’/‘RTA’).
3. Shareholders may note that the Notice will also be available on the website of the Company at <https://www.sejalglass.co.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>. As per the MCA Circulars, the Company will

not be dispatching physical copies of Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to any shareholder for this Postal Ballot.

4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the due procedure as stated in Note No. 12 of this Notice.
5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be considered for the purpose of remote e-voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the Cut-off date. A person who is not a shareholder as on the Cutoff date should treat this Notice for information purposes only.
6. Shareholders cannot exercise votes by proxy on Postal Ballot. A shareholder need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. In terms of provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its shareholders. Details regarding User ID and Password along with other instructions relating to remote e-voting are set out in Note No. 13 below.
8. The voting period for remote e-voting commences on Tuesday, September 16, 2025 at 9:00 A.M. IST and ends on Wednesday, October 15, 2025 at 5.00 P.M. IST. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their vote(s) electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently or cast the vote again.
9. The Scrutinizer will submit report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The results of the remote e-voting declared along with the report of the Scrutiniser shall be placed on the website of the Company at [www.sejalglass.co.in](http://www.sejalglass.co.in) and on the website of NSDL at <https://evoting.nsdl.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company.
10. The resolutions, if passed by the requisite majority through the Postal Ballot remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, October 15, 2025.
11. Procedure for Inspection of Documents: All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on [compliance@sejalglass.co.in](mailto:compliance@sejalglass.co.in).
12. Procedure for registering the email address and obtaining the Notice and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):

- (i) Those shareholder(s) who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
  - a. shareholder holding shares in demat form can get their e-mail address registered by contacting their respective Depository Participant.
  - b. shareholder holding shares in physical form, who have not registered/updated their e-mail address and/or KYC details, may register their aforesaid details by submitting relevant ISR Forms duly filled and signed along with requisite supporting documents as prescribed by SEBI to MUFG at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.  
The aforesaid ISR forms can be accessed from the website of RTA at <https://www.in.mpms.mufg.com> > Resources > Downloads > KYC > Formats for KYC
- (ii) With a view to serve you better, Shareholders who hold shares in identical names and in the same order of names in more than one folios are requested to write to the Company/RTA to consolidate their holdings in one folio.
- (iii) As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transmissions/issue of duplicate certificate, etc. shall be processed in dematerialised mode only.
- (iv) Shareholders who have registered their e-mail address, mobile numbers, postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant, in case of shares held in electronic form, or by contacting MUFG, in case the shares are held in physical form.

### 13. General information and instructions relating to remote e-voting:

#### **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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. 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.</p>
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cslindia.com">helpdesk.evoting@cslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically 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.
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 [fcsharshad@gmail.com](mailto:fcsharshad@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@sejalglass.co.in](mailto:compliance@sejalglass.co.in) and/or [ashwin@sejalglass.co.in](mailto:ashwin@sejalglass.co.in)
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 [compliance@sejalglass.co.in](mailto:compliance@sejalglass.co.in) and/or [ashwin@sejalglass.co.in](mailto:ashwin@sejalglass.co.in) . 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT**

*(Pursuant to Section 102(1) of the Companies Act, 2013)*

**ITEM NO. 1 & 2:**

**Approval for issuance of Shares of the Company on a preferential issue basis for cash consideration**

The Board of Directors of the Company at their meeting held on Monday, September 15, 2025, subject to the approval of the members and such other requisite approvals as may be required, approved raising of funds aggregating to Rs. 94,35,00,000/- (Rupees Ninety-Four Crore Thirty-Five Lakhs Only) by way of issuance of:

- i. 13,00,000 (Thirteen Lakhs Only) Equity Shares of face value of Rs.10/- each at a price of Rs. 555/- (Rupees Five Hundred & Fifty-Five Only) per equity share inclusive of premium of Rs. 545/- (Rupees Five Hundred & Forty-Five Only) per equity share, payable in cash, aggregating Rs. 72,15,00,000/- (Rupees Seventy-Two Crore Fifteen Lakhs Only) to Persons/entities belonging to ‘Promoter/Promoter Group & Non-Promoter Group’ as detailed hereunder; and
- ii. 4,00,000 (Four Lakhs Only) Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of the Company at an issue price of Rs. 555/- (Rupees Five Hundred & Fifty-Five Only) per Convertible Warrant (“Warrants Issue Price”), payable in cash, aggregating Rs. 22,20,00,000/- (Rupees Twenty-Two Crore Twenty Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the persons/entities belonging to the ‘Promoter/Promoter Group’, as detailed hereunder, by way of a preferential issue through private placement offer (the “Preferential Issue”):

Sr. No.	Name of the Investors	Category of the Investors	Max. No. of equity shares proposed to be allotted @ Rs. 555/- per equity share and (max. amount of investment)	Max. No. of Convertible Warrants exercisable into equity shares proposed to be allotted @ Rs. 555/- per warrant and (max. amount of investment)

1.	Abakkus Growth Fund- 2	Non-Promoter Category	No. of Shares- 5,00,000  Amount- Rs. 27,75,00,000/-	NIL
2.	Mr. Chandrakant Gogri	Promoter Group	No. of Shares- 4,00,000  Amount- Rs. 22,20,00,000/-	NIL
3.	M/s. Vinod H Biyani	Non-Promoter Category	No. of Shares- 2,00,000  Amount- Rs. 11,10,00,000/-	NIL
4.	Ms. Fatema Huzefa Jamnagerwalla	Non-Promoter Category	No. of Shares- 1,08,000  Amount- Rs. 5,99,40,000/-	NIL
5.	Mr. Ishan Sudhir Gosar	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
6.	Mr. Devesh Kabra	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
7.	Mr. Priyal Sharad Savla	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL

8.	Ms. Bijal Piyush Rambhiya	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
9.	Kunvarji Shivji Chheda HUF	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
10.	Mr. Sagar Mahesh Tanna	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
11.	Mr. Jiggar Lakshmichand Savla	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
12.	Ms. Neha Rajen Gada	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
13.	Mr. Vijay Vasanji Mamania	Non-Promoter Category	No. of Shares- 8,000  Amount- Rs. 44,40,000/-	NIL
14.	Mr. Sudhir Shivji Bheda	Non-Promoter Category	No. of Shares- 4,000  Amount- Rs. 22,20,000/-	NIL

15.	Mulesh Manilal Savla (HUF)	Non-Promoter Category	No. of Shares- 4,000  Amount- Rs. 22,20,000/-	NIL
16.	Ms. Rina Sandeep Gupta	Non-Promoter Category	No. of Shares- 4,000  Amount- Rs. 22,20,000/-	NIL
17.	Mr. Kalpesh Hirji Shah	Non-Promoter Category	No. of Shares- 4,000  Amount- Rs. 22,20,000/-	NIL
18.	Ms. Vinita Jain	Non-Promoter Category	No. of Shares- 4,000  Amount- Rs. 22,20,000/-	NIL
19.	Shivji Valji Gada HUF	Promoter Group	NIL	No. of Shares- 1,00,000  Amount- Rs. 5,55,00,000/-
20.	Mr. Vedant Dhirraj Gada	Promoter Group	NIL	No. of Shares- 1,00,000  Amount- Rs. 5,55,00,000/-
21.	Mr. Kanji Valji Gada	Promoter Group	NIL	No. of Shares- 60,000  Amount- Rs. 3,33,00,000/-

22.	Mr. Mayurkumar Shantilal Gada	Promoter Group	NIL	No. of Shares- 50,000  Amount- Rs. 2,77,50,000/-
23.	Ms. Kinnarri Mayur Gadda	Promoter Group	NIL	No. of Shares- 50,000  Amount- Rs. 2,77,50,000/-
24.	Ms. Aruna Ashish Karia	Promoter Group	NIL	No. of Shares- 40,000  Amount- Rs. 2,22,00,000/-

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the equity shares and/ Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI LODR Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, the approval of the Members of the Company is being sought, by way of special resolution, to create, issue, offer and allot Equity Shares and Convertible Warrants by way of preferential issue through private placement. The Company has received a certificate dated September 15, 2025 from Shri Harshad Pusalkar (ICSI Membership No. 10576 and COP No. 23823), Proprietor of M/s. Pusalkar & Co., Practicing Company Secretaries, Mumbai (ICSI Unique Code: S2020MH771800) certifying that the aforesaid preferential issue of securities (equity shares and convertible warrants) is being made in accordance with the requirements of the Companies Act, 2013, SEBI ICDR Regulations and other applicable laws, which shall be available for inspection by the members and the same may also be accessed on the Company’s website at the link: <https://www.sejalglass.co.in>.

The Equity Shares issued directly and the Convertible Warrants exercisable into equity shares including pre-existing shareholding of the proposed allottee(s) shall be subject to lock-in and transferability restrictions as specified in Regulations 167 and 168 of the SEBI ICDR Regulations, as amended.

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

a) **Objects of the preferential issue:**

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance (in whole or part) one or more, or any combination of the following: (a) working capital requirements; (b) repayment of debts; (c) capital expenditure, including towards development, refurbishment and renovation of our assets; (d) any other cost incurred towards the main business objects of the Company; (e) financing of business opportunities, strategic initiatives and/or (f) investment in subsidiaries.

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

**Schedule of Implementation and Deployment of Funds**

Since present preferential issue is for equity shares and convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, within a period of 12 months from receipt of funds for equity shares and warrants, whichever is later. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board (which term shall include SGL Committee of the Board of Directors for Operations), subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (which term shall include SGL Committee of the Board of Directors for Operations), subject to compliance with applicable laws.

b) **Type of specified securities offered, the price at which specified securities are being offered and maximum number of specified securities to be issued:**

The resolutions set out at Item Nos. 1 and 2 of the accompanying Notice proposed to issue and allot on preferential issue basis:

1. Equity Shares of the face value of Rs. 10/- each of the Company for cash consideration in relation to resolution as set out at Item No.1 of the Notice:  
13,00,000 (Thirteen Lakhs Only) Equity Shares of face value of Rs.10/- each at an issue price of Rs. 555/- per share, aggregating upto Rs. 72,15,00,000/- (Rupees Seventy-Two Crore Fifteen Lakhs Only) to persons/entities belonging to the 'Promoter & Non-Promoter' group for cash consideration; and
2. Unlisted Convertible Warrants exercisable into equity shares for cash consideration in relation to resolution as set out at Item No. 2 of the Notice:  
4,00,000 (Four Lakhs Only) Convertible Warrants at an issue price of Rs. 555/- (Rupees Five Hundred Fifty-Five Only) per Convertible Warrant, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- each of the Company for each Convertible Warrant, aggregating upto Rs. 22,20,00,000/- (Rupees Twenty Crore Twenty Lakhs Only) to persons/entities belonging to 'Promoter/ Promoter Group' for cash consideration, convertible into Equity Shares as per their terms.

c) **Basis/ justification for the Issue Price has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the provisions of the SEBI ICDR Regulations.

As per the provisions of Regulation 164 of SEBI ICDR Regulations, any recognised Stock Exchange wherein the equity shares of the Company are listed and the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 trading days prior to the relevant date, is considered for price calculation. In our case the highest trading volume in preceding

90 trading days prior to the relevant date was recorded at NSE and for the purpose of computing the floor price for this preferential issue, we consider NSE as our recognised stock exchange.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares/Warrants shall be issued at a price of which is more than the higher of the following:

- (i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 509.04/- or
- (ii) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 551.04/-

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares/warrants may be issued computes to Rs. 551.04/- each.

The Articles of Association of the Company provides for obtaining a valuation report from Independent Registered Valuer. However, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares/Convertible warrants issued on preferential basis.

Further as the proposed allotment is not more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, the provisions of Regulation 166A of SEBI ICDR Regulations is not applicable on the Company and accordingly, the Company is not required to obtain a valuation report from an independent registered valuer for determining the price.

In view of the requirement of the Articles of Association to obtain a Valuation Report, the Company has obtained a valuation report dated September 15, 2025 from Mr. Nitish Chaturvedi, an Independent Registered Valuer – Securities and Financial Assets, having *IBBI Registration No.: IBBI/RV/03/2020/12916*, Independent Registered Valuer, who has determined the minimum price at which the equity shares/warrants may be issued at Rs. 551.04/-.

After considering the above, it was decided to issue these equity shares/warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 555/- each.

**d) Relevant Date:**

The “**Relevant Date**” for determination of the floor price for the proposed preferential issue of Equity Shares and Convertible Warrants in accordance with SEBI ICDR Regulations would be Monday, September 15, 2025 i.e. being the date 30 (thirty) days prior to the date of passing this resolution and also being the last date of remote e-voting i.e. October 15, 2025).

**e) Amount which the company intends to raise by way of such securities;**

Equity Shares: Aggregate amount of Rs. 72,15,00,000/- (Rupees Seventy-Two Crores Fifteen Lakhs Only)

Warrants: Aggregate amount of Rs. 22,20,00,000/- (Rupees Twenty-Two Crores Twenty Lakhs Only)

**f) Name and address of valuer who performed valuation;**

The Valuation Report dated September 15, 2025 has been received from Mr. Nitish Chaturvedi an Independent Registered Valuer – Securities and Financial Assets, having *IBBI Registration No.: IBBI/RV/03/2020/12916*, in terms of Regulation 164 of the ICDR Regulations and Section 62 of the Act. The value per share has been arrived at Rs. 551.04/-.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the closure of remote e-voting and will also be made available on the Company’s website and can be accessed at [www.sejalglass.co.in](http://www.sejalglass.co.in).

**g) Principal terms of Assets charged as securities:**

Not Applicable.

**h) Material terms of raising such securities:**

The same has been disclosed in the respective resolution.

**i) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable**

**k) Valuation for consideration other than cash: Not Applicable**

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

The Preferential Issue of Equity Shares and Warrants is proposed to be made to the Proposed Allottees, who fall under “Promoter Group and Non-Promoter, Public Category” of the Company.

m) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. no.	Names of the Proposed Allottees	Current Status	Post Status
1.	Abakkus Growth Fund- 2	Non-Promoter Category	Non-Promoter Category
2.	Mr. Chandrakant Gogri	Promoter Group	Promoter Group
3.	M/s. Vinod H Biyani	Non-Promoter Category	Non-Promoter Category
4.	Ms. Fatema Huzefa Jamnagerwalla	Non-Promoter Category	Non-Promoter Category
5.	Mr. Ishan Sudhir Gosar	Non-Promoter Category	Non-Promoter Category
6.	Mr. Devesh Kabra	Non-Promoter Category	Non-Promoter Category
7.	Mr. Priyal Sharad Savla	Non-Promoter Category	Non-Promoter Category
8.	Ms. Bijal Piyush Rambhiya	Non-Promoter Category	Non-Promoter Category
9.	Kunvarji Shivji Chheda HUF	Non-Promoter Category	Non-Promoter Category
10.	Mr. Sagar Mahesh Tanna	Non-Promoter Category	Non-Promoter Category
11.	Mr. Jiggar Lakshnichand Savla	Non-Promoter Category	Non-Promoter Category
12.	Ms. Neha Rajen Gada	Non-Promoter Category	Non-Promoter Category
13.	Mr. Vijay Vasanji Mamanian	Non-Promoter Category	Non-Promoter Category
14.	Mr. Sudhir Shivji Bheda	Non-Promoter Category	Non-Promoter Category
15.	Mulesh Manilal Savla (HUF)	Non-Promoter Category	Non-Promoter Category
16.	Ms. Rina Sandeep Gupta	Non-Promoter Category	Non-Promoter Category

17.	Mr. Kalpesh Hirji Shah	Non-Promoter Category	Non-Promoter Category
18.	Ms. Vinita Jain	Non-Promoter Category	Non-Promoter Category
19.	Shivji Valji Gada HUF	Promoter Group	Promoter Group
20.	Mr. Vedant Dhirraj Gada	Promoter Group	Promoter Group
21.	Mr. Kanji Valji Gada	Promoter Group	Promoter Group
22.	Mr. Mayurkumar Shantilal Gada	Promoter Group	Promoter Group
23.	Ms. Kinnarri Mayur Gadda	Promoter Group	Promoter Group
24.	Ms. Aruna Ashish Karia	Promoter Group	Promoter Group

**n. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

The following persons/entities from the promoter and promoter group intend to subscribe to the warrants;

Sr. No.	Proposed Allottees	Category	No. of Equity Shares	No. of Warrants
1.	Mr. Chandrakant Gogri	Promoter Group	4,00,000	NIL
2.	Shivji Valji Gada HUF	Promoter Group	NIL	1,00,000
3.	Mr. Vedant Dhirraj Gada	Promoter Group	NIL	1,00,000
4.	Mr. Kanji Valji Gada	Promoter Group	NIL	60,000
5.	Mr. Mayurkumar Shantilal Gada	Promoter Group	NIL	50,000
6.	Ms. Kinnarri Mayur Gadda	Promoter Group	NIL	50,000
7.	Ms. Aruna Ashish Karia	Promoter Group	NIL	40,000
<b>Total</b>			<b>4,00,000</b>	<b>4,00,000</b>

Except as stated above, none of the remaining persons / entities in the promoter and promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to any of the equity shares / warrants in the proposed issue.

**o) The shareholding pattern of the Company before and after the proposed preferential issue of equity shares and Warrants is as follows:**

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Sr No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		No. of shares Held	% of share Holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a)	Individual / HUF	42,08,235	41.6657	50,08,235	42.4427
b)	Bodies Corporate	33,66,765	33.3343	33,66,765	28.5319
	<b>Sub-Total (A)(1)</b>	<b>75,75,000</b>	<b>75</b>	<b>83,75,000</b>	<b>70.9746</b>
<b>2</b>	<b>Foreign</b>				
a)	Individuals (Non-Resident-Individuals / Foreign Individuals)	-	-	-	-
b)	Government	-	-	-	-
c)	Institutions	-	-	-	-
d)	Foreign Portfolio Investor	-	-	-	-
	<b>Sub- Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>75,75,000</b>	<b>75</b>	<b>83,75,000</b>	<b>70.9746</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutions (Domestic)</b>				
a)	Alternate Investment Funds	47,606	0.4713	5,47,606	4.6407
	<b>Sub-Total (B)(1)</b>	<b>47,606</b>	<b>0.4713</b>	<b>5,47,606</b>	<b>4.6407</b>
<b>2</b>	<b>Institutions (Foreign)</b>				
a)	Foreign Portfolio Investors Category II	21,563	0.2135	21,563	0.1827
	<b>Sub-Total (B)(2)</b>	<b>21,563</b>	<b>0.2135</b>	<b>21,563</b>	<b>0.1827</b>
<b>3</b>	<b>Central Government/ State Government (B) (3)</b>				
<b>4</b>	<b>Non-Institutions</b>				
a)	Resident individual/HUF	15,91,931	15.7617	17,91,931	15.1859
c)	NRIs	82,392	0.8158	82,392	0.6982
d)	Bodies Corporate/LLP/ Firm	5,72,868	5.6720	7,72,868	6.5497
e)	Others	2,08,640	2.0657	2,08,640	1.7681
	<b>Sub-Total (B)(4)</b>	<b>24,55,831</b>	<b>24.3152</b>	<b>28,55,831</b>	<b>24.2019</b>
	<b>Total Public Shareholding (B)</b>	<b>25,25,000</b>	<b>25</b>	<b>34,25,000</b>	<b>29.0254</b>
	<b>Total (A)+(B)</b>	<b>10100000</b>	<b>100</b>	<b>11800000</b>	<b>100</b>

*Notes:*

(1) The post preferential issue shareholding has been calculated assuming full subscription of equity shares by the non-promoter category and full exercise of Warrants and consequent allotment of the Equity Shares of the Company by the promoter and non-promoter category

(2) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. September 12, 2025.

Proposed Allottee	Pre-issue shareholding	Pre-issue shareholding %	Equity Shares to be allotted	Warrants to be allotted	Post issue shareholding*	Post-issue shareholding %
Abakkus Growth Fund-2	0	0	5,00,000	0	5,00,000	4.2373
Mr. Chandrakant Gogri	25,24,931	24.9993	4,00,000	0	29,24,931	24.7875
M/s. Vinod H Biyani	0	0	2,00,000	0	2,00,000	1.6949
Ms. Fatema Huzefa Jamnagerwalla	0	0	1,08,000	0	1,08,000	0.9153
Mr. Ishan Sudhir Gosar	0	0	8,000	0	8,000	0.0678
Mr. Devesh Kabra	0	0	8,000	0	8,000	0.0678
Mr. Priyal Sharad Savla	0	0	8,000	0	8,000	0.0678
Ms. Bijal Piyush Rambhiya	2000	0.0198	8,000	0	10,000	0.0847
Kunvarji Shivji Chheda HUF	0	0	8,000	0	8,000	0.0678
Mr. Sagar Mahesh Tanna	0	0	8,000	0	8,000	0.0678
Mr. Jiggar Lakshmichand Savla	0	0	8,000	0	8,000	0.0678
Ms. Neha Rajen Gada	0	0	8,000	0	8,000	0.0678
Mr. Vijay Vasanji Mamanania	787	0.0077	8,000	0	8,787	0.0745
Mr. Sudhir Shivji Bheda	0	0	4,000	0	4,000	0.0339
Mulesh Manilal Savla (HUF)	0	0	4,000	0	4,000	0.0339
Ms. Rina Sandeep Gupta	0	0	4,000	0	4,000	0.0339
Mr. Kalpesh Hirji Shah	0	0	4,000	0	4,000	0.0339
Ms. Vinita Jain	0	0	4,000	0	4,000	0.0339

Shivji Valji Gada HUF	0	0	0	1,00,000	1,00,000	0.8474
Mr. Vedant Dhirraj Gada	0	0	0	1,00,000	1,00,000	0.8474
Mr. Kanji Valji Gada	1,150	0.0114	0	60,000	61,150	0.5182
Mr. Mayurkumar Shantilal Gada	0	0	0	50,000	50,000	0.4237
Ms. Kinnarri Mayur Gadda	0	0	0	50,000	50,000	0.4237
Ms. Aruna Ashish Karia	1,402	0.0139	0	40,000	41,402	0.3508

**\*Notes:** The post issue shareholding is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

- p) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the Investor	Natural persons who are the ultimate beneficial owners	Change in control, if any
1.	Abakkus Growth Fund- 2	Mr. Sunil Banwarilal Singhanian	No
2.	Mr. Chandrakant Gogri	Not Applicable*	No
3.	M/s. Vinod H Biyani	1. Mr. Vinod Hardattra Biyani 2. Mr. Kailash Hardattra Biyani 3. Mr. Bharat Hardattra Biyani	No
4.	Ms. Fatema Huzefa Jamnagerwalla	Not Applicable*	No
5.	Mr. Ishan Sudhir Gosar	Not Applicable*	No
6.	Mr. Devesh Kabra	Not Applicable*	No
7.	Mr. Priyal Sharad Savla	Not Applicable*	No
8.	Ms. Bijal Piyush Rambhiya	Not Applicable*	No
9.	Kunvarji Shivji Chheda HUF	Mr. Haresh Kunvarji Chheda	No

10.	Mr. Sagar Mahesh Tanna	Not Applicable*	No
11.	Mr. Jiggar Lakshmichand Savla	Not Applicable*	No
12.	Ms. Neha Rajen Gada	Not Applicable*	No
13.	Mr. Vijay Vasanji Mamania	Not Applicable*	No
14.	Mr. Sudhir Shivji Bheda	Not Applicable*	No
15.	Mulesh Manilal Savla (HUF)	Mr. Mulesh Manilal Savla	No
16.	Ms. Rina Sandeep Gupta	Not Applicable*	No
17.	Mr. Kalpesh Hirji Shah	Not Applicable*	No
18.	Ms. Vinita Jain	Not Applicable*	No
19.	Shivji Valji Gada HUF	Mr. Shhanttibhai Shavjibhai Gada	No
20.	Mr. Vedant Dhirraj Gada	Not Applicable*	No
21.	Mr. Kanji Valji Gada	Not Applicable*	No
22.	Mr. Mayurkumar Shantilal Gada	Not Applicable*	No
23.	Ms. Kinnarri Mayur Gadda	Not Applicable*	No
24.	Ms. Aruna Ashish Karia	Not Applicable*	No

\* being individuals

- q) Disclosures Specified in Schedule VI of SEBI (ICDR) Regulation, required under Regulation 163(1)(i) of the SEBI ICDR Regulations on the details of Directors or Promoters or the Company being categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

Except as disclosed in the table hereinbelow, neither the issuer nor the remaining Promoters or the Directors of the issuer have been identified as wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

Sr. No	Name of the Person	Name of the Bank declaring the person as wilful defaulter	Year in which the person was declared a wilful defaulter	Outstanding amount when the person was	Steps taken, if any by the	Other disclosures, as deemed

				declared wilful defaulter	person for removal of its name from the list of wilful defaulter	fit by the issuer.
1.	Mr. Amrut S. Gada	Punjab National Bank	31/12/2015	Rs. 13.75 Crores	Refer Note 1.	Not declared as Fraudulent Borrower
2.	Mr. Dhirraj S. Gada	Punjab National Bank	31/12/2015	Rs. 13.75 Crores	Refer Note 1.	Not declared as Fraudulent Borrower
3.	Mr. Mitesh K. Gada	Punjab National Bank	31/12/2015	Rs. 13.75 Crores	Refer Note 1.	Not declared as Fraudulent Borrower
4.	Mr. Shhanttibhai S. Gada	Punjab National Bank	31/03/2019	Rs. 8.08 Crores	Refer Note 2.	Not declared as Fraudulent Borrower

**Note 1.**

The names of the Promoters of the issuer at Sr. 1 to 3 appears in the list of wilful defaulters of Punjab National Bank (PNB). The facts of the matter is that, the issuer Company had obtained Term Loan facility of Rs. 9.50 crores from Punjab National Bank in the F. Y. 2012-13. Due to the disputes with the bank, the account turned non-performing in the F.Y. 2014-15. The persons mentioned at Sr. no. 1 to 3 being the promoters had issued Personal Guarantees against the said loan.

The issuer Company was admitted to undergo Corporate Insolvency Resolution Process (CIRP) vide order of the Hon'ble NCLT, Mumbai bench w.e.f. February 13, 2019. The Resolution Plan was finally approved by the Hon'ble NCLT, Mumbai bench, vide its order dated March 26, 2021.

Thereafter, the new management took over the affairs of the issuer Company. As per the provisions of the approved Resolution Plan an amount of Rs. 6.05 crores were paid to PNB by the issuer Company and thus all the outstanding liabilities against the issuer Company stood extinguished in full.

The said Promoters have approached the Banker with a one-time proposal to release their Personal guarantees and the same is under consideration, and hopefully their names would be removed from the list of wilful defaulters.

**Note 2:**

The name of Mr. Shhantibhai S. Gada one of the Promoter of the issuer Company, appears in the list of wilful defaulters issued by PNB in relation to a default of payment of loans availed by M/s Primera Vista Lifestyle Private Limited (PVLPL), in his capacity as Director of the Company. The Promoter is in discussions with the bank to settle the account by way of a One-Time settlement.

**r. Undertakings: -**

- a. The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- b. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- c. Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- d. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e. As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any Monitoring Agency to monitor the use of proceeds.

**s. Certificate of Practicing Company Secretary**

The Certificate from Mr. Harshad Pusalkar, Proprietor of Pusalkar & Co., COP No. 23823) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessible at <https://www.sejalglass.co.in/investor-presentations>.

**t. Undertaking with regard to re-computation of issue price:**

In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares and Convertible Equity Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee.

**u. Other disclosures**

- a) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares and warrants under the Preferential Issue is for a cash consideration.
- d) The Proposed Allottees have confirmed that they have not sold/ transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- e) The pre- preferential holding of the proposed allottees is in dematerialized form.
- f) The issue of Equity Shares and warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Equity Shares and Convertible Warrants requires approval of the Members of the Company by way of a Special Resolution. Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 and 2 in the accompanying notice for approval by the Members

Except Mr. Jiggar Savla, Ms. Neha Gada & Mr. Vijay Mamania, Directors of the Company, none of the remaining Directors, Key Managerial Personnel and their Relatives are in any way concerned or interested financially or otherwise whether directly or indirectly in passing of the said resolutions, except to the extent of their respective interest as shareholders of the Company.

**Registered Office**

173/174, 3<sup>rd</sup> Floor, Sejal Encasa,  
S.V. Road, Opp. Bata Showroom,  
Kandivali (West), Mumbai- 400067

**By Order of Board of Directors  
For Sejal Glass Limited**

Sd/-

**Ashwin S. Shetty**

**V.P. Operation & Company Secretary- Compliance Officer**

**Membership No.: A20942**

**Date: September 15, 2025**

**Place: Mumbai**