



**S.J.S. ENTERPRISES LIMITED**

**(Formerly S.J.S. Enterprises Private Limited)**

**Registered and Corporate Office:** Sy No 28/P16 of Agra Village and Sy No 85/P6 of B.M Kaval Village,  
Kengeri Hobli, Bangalore 560 082, Karnataka, India

**Website:** [www.sjsindia.com](http://www.sjsindia.com) | **E-mail:** [compliance@sjsindia.com](mailto:compliance@sjsindia.com) | **Tel:** +91 80 6194 0777

**CIN:** L51909KA2005PLC036601

### **Notice of Extraordinary General Meeting**

**NOTICE** is hereby given that an Extraordinary General Meeting ("**EGM**") of the Shareholders/Members of **S.J.S. Enterprises Limited** [Formerly known as *S.J.S. Enterprises Private Limited*] ("**Company**") will be held on **Tuesday, 30<sup>th</sup> May, 2023 at 4:30 p.m. IST**, through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact the following Special businesses:

#### **ITEM NO.1**

#### **TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider, and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, Sections 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (each including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs.50,00,00,000/- (Rupees Fifty Crore Only) comprising of 5,00,00,000 (Five Crore) equity shares of Rs.10/- (Rupees Ten Only) each, and to alter and substitute the Capital Clause of the Memorandum of Association of the Company as under:

***"5<sup>th</sup> The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs.10/- (Rupees Ten Only) each."***

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be necessary or desirable including without limitation to filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

#### **ITEM NO.2**

#### **ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:**

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

**"RESOLVED THAT** pursuant to, the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any

amendment(s), statutory modification(s) or reenactment( s) thereof), (hereinafter referred to as the 'Act'), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the listing agreement entered into with BSE Limited and National Stock Exchange of India Limited (collectively the 'Stock Exchanges') and any other applicable rule(s)/ regulation(s)/ circular(s)/ notification(s)/ guideline(s) as issued thereunder by Government of India, the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI'), the Stock Exchanges, and subject to all necessary approval(s), permission(s), sanction(s) and consent(s), if any and subject to such conditions as may be prescribed by any of them while granting any such approval(s), permission(s), and/or sanction(s) or consent(s), which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 6,00,000 (Six Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up ('Equity Shares'), for cash consideration by way of a preferential issue on a private placement basis, to Mr. K.A. Joseph ('Investor'), Founder, Promoter & Managing Director of the Company, at a price of Rs. 500/- (Rupees Five Hundred Only) per Equity Share [i.e. including a premium of Rs. 490/- (Rupees Four Hundred and Ninety Only) per Equity Share, for an aggregate consideration of Rs.300/- Million (Rupees Three Hundred Million Only), which is in accordance with Chapter V of SEBI (ICDR) Regulations, on such terms and conditions as determined by the Board.

**RESOLVED FURTHER THAT** the Equity Shares of the Company being created, offered, issued and allotted to the Investor by way of preferential issue on a private placement basis shall, inter-alia, be subject to the following:

- a) 100% of the consideration for the preferential issue shall be payable on or before the date of the allotment of the Equity Shares;
- b) monies received by the Company from the Investor for subscription of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act and the Listing Regulations;
- c) The Equity Shares so offered, issued and allotted to the Investor, shall be issued by the Company for cash consideration only;
- d) The Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- e) The Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- f) The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, 28<sup>th</sup> April, 2023 being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the issue of preferential issue;
- g) The Equity Shares to be created, offered, issued and allotted to the Investor shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
- h) The Equity Shares so offered, issued and allotted to the Investor will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded to issue to the Investor, a private placement offer letter in Form PAS – 4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to subscribe to the aforesaid Equity Shares by way of preferential issue on a private placement basis.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of Equity Shares to be allotted to the Investor, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Equity Shares without being required to seek any further consent or approval of the members of the Company

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

### **ITEM NO.3**

**TO INCREASE THE THRESHOLD OF PROVIDING LOANS/ GUARANTEES/ SECURITIES IN CONNECTION TO LOANS AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company,

upto an overall amount not exceeding Rs. 5,000 Million (Rupees Five Thousand Million Only), comprising of the aggregate of the loans and investment so far made/ the amount for which guarantee or security so far provided to/in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given, notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take, from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**By Order of the Board  
For S.J.S. Enterprises Limited**

**Thabraz Hushain. W  
Company Secretary & Compliance Officer  
Membership No.: A51119**

**Place: Bengaluru  
Date: 05<sup>th</sup> May, 2023**

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed thereto and forms part of the Extraordinary General Meeting Notice (“Notice”).
2. Pursuant to Section 20(2) of the Act, read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders/Members electronically.
3. In accordance with the provisions of the Act and Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/ 2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 (“MCA Circulars”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (“SEBI Circulars”), it is permitted to hold General Meetings through VC/OAVM, without the physical presence of the Shareholders/Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM (Please see instructions/ guidelines below).
4. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Shareholders/Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (“LIPL”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Shareholders/Members using remote e-voting as well as the e-voting system on the date of the EGM will be provided by LIPL.
5. The Shareholders/Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to Shareholders/Members on first-come-first-serve basis.

This will not include large Shareholders/Members (Shareholders/Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel etc. who are allowed to attend the EGM without restriction on account of first-come-first-serve basis.

6. Shareholders/Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The instructions for remote e-voting by Shareholders/Members holding shares in dematerialized mode and for Shareholders/Members who have not registered their email address is provided in the e-voting section, which forms part of this Notice. The attendance of the Shareholders/Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. Shareholders/Members entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Shareholders/Members. Since the EGM is being held through VC/OAVM, physical attendance of Shareholders/Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders/Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
8. Institutional/Corporate Shareholders/Members are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution/authorization letter authorising their representative to vote through remote e-voting and attend the EGM through VC/OAVM. The said certified true copy of the Board resolution/authorization letter should be sent to the Scrutinizer by email through their respective registered email addresses to the Scrutinizer at [ananta.deshpande@csdco.in](mailto:ananta.deshpande@csdco.in) with a copy marked to [compliance@sjindia.com](mailto:compliance@sjindia.com) and [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
9. In line with the MCA Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.sjindia.com](http://www.sjindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of LIPL at <https://instavote.linkintime.co.in>.
10. In compliance with the aforesaid MCA Circulars, Notice of the EGM as well as the weblink for joining the meeting is being sent only through electronic mode to those Shareholders/Members whose email addresses are registered with the Company.
11. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Mr. Ananta R Deshpande (Membership No. FCS 11869; CP No. 20322), Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the EGM in a fair and transparent manner.
12. All documents referred to in the Notice will be open for inspection through electronic mode. Shareholders/Members can inspect the same up to the date of EGM, by sending an e-mail to the Company at [compliance@sjindia.com](mailto:compliance@sjindia.com).
13. Shareholders/Members holding shares as on cut-off date, i.e. Tuesday, 23<sup>rd</sup> May, 2023 may cast their votes electronically. A Shareholder/Member will not be allowed to vote again on any resolution on which his/her vote has already been cast. The voting rights of Shareholders/Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Shareholder/Member as on the cut-off date is requested to treat this Notice for information purposes only.
14. Shareholders/Members who have acquired shares after the dispatch of this Notice and before the cut-off date may approach the Company/ LIPL for issuance of User ID and Password for exercising their votes by electronic means.
15. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

## **VOTING RESULTS:**

1. The Scrutinizer shall, after the conclusion of the EGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and e-voting during EGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the EGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer's Report, the result will be declared within two working days of the conclusion of the EGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at [www.sjsindia.com](http://www.sjsindia.com) and on the website of LIPL at <https://instavote.linkintime.co.in> and the same will also be communicated to BSE and NSE.

## **THE INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company provides to Shareholders/Members the facility of exercising their right to cast vote(s) at the EGM by electronic means and the businesses may be transacted through e-voting services.
2. The voting period begins on Saturday, 27<sup>th</sup> May, 2023 at 9.00 am IST and ends on Monday, 29<sup>th</sup> May, at 5.00 pm IST. During this period, Shareholders/Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 23<sup>rd</sup> May, 2023 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
3. The facility for electronic voting system, shall also be made available at the EGM. The Shareholders/Members attending the EGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the EGM. The Shareholders/Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the EGM.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders/Members, in respect of all Shareholders'/Members' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/Members, retail Shareholders/ Members is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders/Members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
5. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020, on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders/Members holding securities in Demat mode is given below:

Shareholders/Members will be able to attend the EGM through VC/OAVM through InstaMeet provided by LIPL.

#### A. REMOTE E-VOTING INSTRUCTIONS:

The instructions and other information relating to remote e-voting are as under:

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website 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.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</li> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the 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>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></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.</p> <p>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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p><b>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</b></p>	<p>Individual Shareholders/Members of the company, holding shares in physical form / Non-Individual Shareholders/Members holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>.</li> <li>2. Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/Members holding shares in <b>physical form shall provide</b> Event No. + Folio Number registered with the Company.  Shareholders/Members holding shares in <b>NSDL demat account shall provide</b> 8 Character DP ID followed by 8 Digit Client ID; Shareholders/Members holding shares in <b>CDSL demat account shall provide</b> 16 Digit Beneficiary ID.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) Shareholders/Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> </li> </ol> <p><i>*Shareholders/Members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i>  <i>*Shareholders/Members holding shares in NSDL form, shall provide ‘D’</i></p>



Type of shareholders	Login Method
	<p>above.</p> <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> <ol style="list-style-type: none"> <li>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**Guidelines for Institutional Shareholders/Members:**

Institutional Shareholders/Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders/Members holding securities in physical mode/ Institutional Shareholders/Members:**

Shareholders/Members facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders/Members holding securities in demat mode:**

Individual Shareholders/Members holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders/Members holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders/Members holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the Shareholders/Members can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case a Shareholders/Members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders/Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

**Individual Shareholders/Members holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders/Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/Members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**B. PROCESS AND MANNER FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING ("EGM") THROUGH INSTAMEET:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.
2. Select the "Company" and "Event Date" and register with your following details:-

Demat Account No. or Folio No.	<ul style="list-style-type: none"> <li>• Shareholders/Members holding shares in CDSL: 16 Digit Beneficiary ID;</li> <li>• Shareholders/Members holding shares in NSDL: 8 Character DP ID followed by 8 Digit Client ID; and</li> <li>• Shareholders/Members holding shares in physical form: Folio Number registered with the Company</li> </ul>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit Permanent Account Number (PAN)</li> <li>• Shareholders/Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> </ul>
Mobile No. and Email ID	<ul style="list-style-type: none"> <li>• Enter your mobile number</li> <li>• Enter your e-mail ID, as recorded with your DP/ Company.</li> </ul>

3. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
4. Please refer the instructions for the software requirements given in point 'E' below and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### C. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO SPEAK DURING THE EGM THROUGH INSTAMEET:

1. Shareholders/Members who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request atleast 3 days before the EGM mentioning their name, demat account number/folio number, e-mail ID, mobile number at [compliance@sjsindia.com](mailto:compliance@sjsindia.com).
2. Shareholders/Members will get confirmation on first-come-first-serve basis depending on the availability of time at the EGM.
3. Shareholders/Members will receive “speaking serial number” once they mark attendance for the meeting.
4. Shareholders/Members are requested to remember speaking serial number and start your conversation only when moderator of the meeting/ management will announce the name and serial number for speaking.
5. The Shareholders/Members who do not wish to speak during the EGM but have queries may send their queries in advance 3 (three) days prior to the EGM mentioning their name, demat account number/folio number, e-mail ID, mobile number at [compliance@sjsindia.com](mailto:compliance@sjsindia.com). The Company will give response to the queries suitably by email.

Shareholders/Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the EGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over email.

### D. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE EGM THROUGH INSTAMEET:

1. Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, Shareholders/Members who have not exercised their vote through the remote e-Voting can cast the vote as under:

Sr. no.	Steps
1.	On the Shareholders/Members VC page, click on the link for e-Voting “Cast your vote”
2.	Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour / Against ” for voting
4.	Cast your vote by selecting appropriate option i.e. “Favour / Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under “Favour/ Against”.
5.	After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

2. Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
3. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
4. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. In case Shareholders/Members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: 022-49186175.

#### **E. INSTRUCTIONS FOR THE SOFTWARE REQUIREMENTS AND OTHER GENERAL INSTRUCTIONS:**

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

1. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>  
OR
2. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
  - Enter your First Name, Last Name and Email ID and click on Join Now.
  - If you have already installed the Webex application on your device, join the meeting by clicking on Join Now.
  - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
  - Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

#### **F. INSTRUCTIONS PROCESS FOR THOSE SHAREHOLDERS/MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

Shareholders/Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

For any assistance regarding share transfers, transmissions, change of address or bank mandates, duplicate / missing share certificates and other related matters, the RTA of the Company may be contacted at the following address:

Link Intime India Private Limited  
C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.  
Tel.: 022 - 4918 6270/ 4918 6200 / 1800 1020 878  
Fax: 022 - 4918 6060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THIS EXTRAORDINARY GENERAL MEETING NOTICE:**

**ITEM NO 1:**

The current Authorized Capital of the Company Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid up share capital of the Company is Rs. 30,43,79,040/- (Rupees Thirty Crore Forty Three Lakh Seventy Nine Thousand and Forty Only). In order to undertake the proposed preferential issue at Item 2 and a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of INR 10/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the 5th Clause of the Memorandum of Association of the Company pertaining to the Capital Clause. Pursuant to Section 13 and 61 the Act, alteration of the Capital Clause requires approval of the members of the Company by way of an Ordinary Resolution to that effect.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members and the same may be sought by any member within the timeline and by following the procedure as given in the 'Notes' to this notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 2:**

Pursuant to the provisions of relevant sections of the Act, including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations'), and other Rules/Regulations as made by Securities and Exchange Board of India, preferential issue of equity shares/ any other securities by the Company on a private placement basis, requires prior approval of the Members by way of a Special Resolution.

The Board of Directors at its meeting held on 03<sup>rd</sup> May, 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 6,00,000 (Six Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up ('Equity Shares'), by way of a preferential issue on a private placement basis to the persons as mentioned below ('Investor'):

Sl. No.	Name of the Proposed Investor	Category of Investor	No. of Equity Shares to be allotted
1.	K A Joseph	Promoter	6,00,000 (Six Lakhs)

The Investor has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of the SEBI (ICDR) Regulations.

Accordingly, in terms of the Act and SEBI (ICDR) Regulations, consent of the Members is being sought for the raising of funds aggregating upto Rs. 300/- Million (Rupees Three Hundred Million Only) by way of issuance of upto 6,00,000 (Six Lakhs) Equity Shares, for cash consideration by way of a preferential issue on a private placement basis to the Investor.

The salient features of the proposed preferential issue, including disclosures required to be made in accordance with Chapter V of the SEBI (ICDR) Regulations and the Act, are set out below:

### **1. Objects of the Preferential Issue:**

The main object of the issue is to enhance shareholder's value with increase in the market cap of the Company. Proceeds of the preferential allotment would be utilised for funding organic or inorganic growth opportunities (including acquisitions), capital expenditure, pre-payment and/or repayment of outstanding borrowings, as may be permissible under the applicable law and approved by the Board of Directors or its duly authorized committee(s).

### **2. Maximum number of securities, kind of securities and pricing for the preferential issue:**

The Company proposes to issue up to 6,00,000 (Six Lakhs) Equity Shares at Rs. 500/- (Rupees Five Hundred Only) each including a premium of Rs. 490/- (Rupees Four Hundred and Ninety Only) per Equity Share to the Investor, aggregating to up to Rs. 300/- Million (Rupees Three Hundred Million Only). Please refer to Paragraph 4 below for the basis for calculating the price for the preferential issue.

### **3. Relevant Date:**

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, 28<sup>th</sup> April, 2023 being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the issue of preferential issue.

### **4. Basis on which the price has been arrived at:**

The Equity Shares of Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the 'Stock Exchanges') in accordance with SEBI (ICDR) Regulations. For the purposes of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 90 Trading Days prior to the Relevant Date has been considered.

The price per equity share, to be issued, is fixed at Rs. 500/- (Rupees Five Hundred Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations being the higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 445.49/- (Rupees Four Hundred and Forty Five and Forty Nine Paise Only), per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 440.89/- (Rupees Four Hundred and Forty and Eighty Nine Paise Only) per Equity Share

In this regard, the price determined by the valuation report dated 03<sup>rd</sup> May, 2023 issued by Mr. Ravi Kumar RC Registered Valuer (IBBI Registration No. IBBI/RV/04/2022/14791) is Rs. 445.49/- (Rupees Four Hundred and Forty Five and Forty Nine Paise Only) per Equity Share.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

**5. Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable.

**6. Shareholding Pattern of the Company before and after the preferential issue:**

Sr. No.	Category	Pre-Issue		Equity Shares to be allotted	Post-Issue	
		No. of equity shares held	% of equity holding		No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>					
	<b>Indian</b>					
	Individual	4731444	15.54	600000	5331444	17.18
	Bodies Corporate	-	-	-	-	
	<b>Sub-total (I)</b>	<b>4731444</b>	<b>15.54</b>	<b>600000</b>	<b>5331444</b>	<b>17.18</b>
	Foreign Promoters	10600370	34.83	-	10600370	34.15
	<b>Sub-total (II)</b>	<b>10600370</b>	<b>34.83</b>	<b>-</b>	<b>10600370</b>	<b>34.15</b>
	<b>Sub-Total (A = I+II)</b>	<b>15331814</b>	<b>50.37</b>	<b>600000</b>	<b>15931814</b>	<b>51.33</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>					
	Institutions (Domestic)	4092487	13.45	-	4092487	13.19
	Institutions (Foreign)	1702399	05.59	-	1702399	05.48
	Central Government/ State Government(s)	-	-	-	-	-
	Non-Institutions	9311204	30.59	-	9311204	30.00
	<b>Sub-total (B)</b>	<b>15106090</b>	<b>49.63</b>	<b>-</b>	<b>15106090</b>	<b>48.67</b>
	<b>Grand Total (A+B)</b>	<b>30437904</b>	<b>100.00</b>	<b>600000</b>	<b>31037904</b>	<b>100.00</b>

**7. Name of the proposed allottee, identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and percentage of post preferential offer that may be held by them:**

Name of the proposed allottees	Category	Details of Ultimate Beneficial Owners	Pre-preferential issue shareholding	No. of share to be allotted	Post-preferential issue shareholding	Change in control, if any
K A Joseph	Promoter	Not Applicable	4651244	600000	5251244	No

**8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

Mr. K .A Joseph, Founder, Promoter & Managing Director of the Company through his letter of intent informed his intention to acquire the equity shares of the Company on preferential basis by investing a maximum amount of up to Rs. 300/- Million (Rupees Three Hundred Million Only).

Apart from the Investor i.e. Mr. K .A Joseph, Founder, Promoter & Managing Director of the Company, none of the Promoters, Promoter Group Members, Directors or Key Managerial Personnel of the Company, intend to subscribe to any Equity Shares pursuant to this preferential issue.

**9. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

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

**10. Proposed time within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares to the Investor within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission

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

The Company has not made any preferential allotment since April 1, 2023.

**12. Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable.

**13. Listing:**

The Company will make an application to the Stock Exchanges, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to the current resolution. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**14. Certificate of Practicing Company Secretary:**

The Certificate from Ananta R Deshpande, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.sjsindia.com](http://www.sjsindia.com) and shall also be made available for inspection by the Members during the meeting.

**15. Lock-in:**

The Equity Shares to be allotted shall be subject to 'lock-in' for a period of 18 months, as per chapter V of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the Investor is already locked-in till 11<sup>th</sup> November, 2024 and hence the locked-in from the Relevant Date up to a period of 90 Trading Days from the date of trading approval as per the SEBI (ICDR) Regulations does not apply.

**16. Undertakings:**

The Company hereby undertakes that:

- a. None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to the Investor under Chapter V of the SEBI (ICDR) Regulations.



- c. 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 ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d. As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rupees One Hundred Crores, the requirement to appoint a Monitoring agency is not applicable in terms of Regulation 162A of the SEBI (ICDR) Regulations.

#### **17. Other Disclosures:**

- a. The valuation report dated 03<sup>rd</sup> May, 2023 issued by Mr. Ravi Kumar RC Registered Valuer (IBBI Registration No. IBBI/RV/04/2022/14791) is available on the website of the Company at [www.sjsindia.com](http://www.sjsindia.com)
- b. The Investor has confirmed that he has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

All material terms of the preferential issue have been set out above.

Other than Mr. K.A. Joseph and Mr. Kevin K Joseph and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 30<sup>th</sup> May, 2023 Members seeking to inspect such documents can send an email to [compliance@sjsindia.com](mailto:compliance@sjsindia.com).

In accordance with the provisions of Sections 23(1)(b), 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Equity Shares to the Investor is being sought by way of a special resolution as set out in the said Item no. 2 of the Notice. The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and recommends passing of the special resolution as set out in the Item No. 2 of the Notice for consideration and approval of the Members.

#### **ITEM NO 3:**

To make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Shareholders/Members may note that pursuant to Section 186 of the Act, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of Members by way of a special resolution.

In view of the aforesaid, a limit of Rs. 5,000 Million (Rupees Five Thousand Million Only), is proposed for the members' approval in the Notice.

The Board recommends passing of the special resolution as set out in the Item No. 3 of the notice for consideration and approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.