

**POSTAL BALLOT NOTICE**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 03/2025 dated 22nd September 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Digvijay Finlease Limited ('the Company') hereby seeks consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot by voting through electronic means only ('remote e-voting'):-

**SPECIAL BUSINESS:**

**1. Alteration in Object Clause:**

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

- (a) **"RESOLVED THAT** pursuant to Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any modification(s) or re-enactment thereof, for the time being in force, and as may be enacted from time to time), consent of the shareholders of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association ('MOA') as under –

By insertion of new sub-clause (2) after existing sub-clause (1) of clause No 3(A) thereof: -

- (2) To carry on business in India or elsewhere or abroad as dealers, merchants, stockists, importers, exporters, buyers, sellers, resellers, distributors, traders, developers, growers, licensors, licensees, lenders, borrowers, blenders, exchangers, barterers, of all types of commodities, merchandise, goods, materials, articles, things, including but not limited to all types and / or forms or grades of pulses, spices, grains, flour (atta), eatables, vegetables, fruits, flowers, oils, ghee, bullion, gold silver, precious metals, precious stones, jewellery, coins, artworks, sculptures, Cement, Coal, all types of minerals and metals, lime, limestones, paints, chemicals, drugs, medicines, formulations, intermediates, tea, coffee, jute, hemp, cotton, wool, woollen articles, garments, apparels, wearables, cloth, fabrics, yarn, threads, synthetic fabrics, iron ore, books, periodicals and to act as marketing agents, selling agents, purchasing agents, export house, clearing and forwarding agents, packers, carriers, transporters, couriers, insurers, warehousers, insurance agents, brokers, commission agents, shipping agents, delcredere agents, franchisers, exhibitors, publishers, shippers, consultants, advisors, financiers, with power to pay or advance money for such activities.
- (b) **"RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded by amending the Memorandum of Association by deletion of existing sub-clause 1 of Clause 3(A), renumbering the existing sub-clause no 2 as 1, after insertion as on (a) above under clause 3(A) and deletion of existing sub-clauses 32 and renumbering the remaining sub clauses under clause 3(B) serially to align with the new set of Memorandum of Association as per Table A of Schedule –I of the Companies Act, 2013."

**“RESOLVED FURTHER THAT** any of the directors of the Company and be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution and to file a copy of altered Memorandum of Association of the Company in relevant Form digitally signed with the Registrar of Companies, West Bengal for registration.”

**2. Adoption of New set of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 (1) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made there under, consent of the Members of the Company is hereby accorded, to adopt the new set of Articles of Association as per Table F of Schedule –I of the Companies Act, 2013 in place of the existing articles.”

**“RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution and to file a copy of altered Articles of Association of the Company in relevant Form digitally signed with the Registrar of Companies, West Bengal for registration.”

- 3.** To appoint Shri Hari Mohan Bangur (DIN: 00244329) as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Shri Hari Mohan Bangur (DIN: 00244329) who was appointed by the Board as an Additional Director (category being Non- Executive, Non - Independent) on the Board with effect from 30<sup>th</sup> December, 2025 under the provisions of the Companies Act, 2013 and who holds office up to the ensuing General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 4.** To appoint Shri Prashant Bangur (DIN: 00403621) as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Shri Prashant Bangur (DIN: 00403621) who was appointed by the Board as an Additional Director (category being Non- Executive, Non - Independent) on the Board with effect from 30<sup>th</sup> December, 2025 under the provisions of the Companies Act, 2013 and who holds office up to the ensuing General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Registered Office:**  
**21, Strand Road,**  
**Kolkata – 700 001**

**Date: 30<sup>th</sup> December, 2025**

**By order of the Board**

Sd/-  
**(Sumit Jain)**  
**Company Secretary**  
**FCS No.: 9010**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members or register of beneficial owners as on Friday, 2<sup>nd</sup> January, 2026 (‘Cut-off date’) and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’) / Depository Participants. Hence, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. Physical copies of this Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to members for this Postal Ballot. The Postal Ballot Notice shall also be available on the Company’s website [www.digvijayfin.com](http://www.digvijayfin.com).
4. The Cut-off date for the purpose of reckoning the voting rights is Friday, 2<sup>nd</sup> January, 2026. Members whose names appear in the Register of Members / Register of Beneficial Owners as on Cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the remote e-voting facility to the members to exercise their votes electronically (‘remote e-voting’). Members can contact Company’s Registrar and Transfer Agent (RTA) Maheshwari Datamatics Pvt. Ltd. (MDPL), or their Depository Participant for assistance in this regard.
6. **Voting period will commence at 9:00 A.M. (IST) on Friday, 9<sup>th</sup> January, 2026 and ends at 5:00 P.M. (IST) on Saturday, 7<sup>th</sup> February, 2026. The remote e-voting module shall be disabled by the RTA for voting at 5:00 PM (IST) on Saturday, 7<sup>th</sup> February, 2026. Remote e-voting shall not be allowed beyond the said date and time. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.**
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (MDPL), the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the RTA in case the shares are held in physical form.
9. Maheshwari Datamatics Pvt. Ltd. (MDPL) is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

- a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/Registrar and Transfer Agent (RTA) in the prescribed Form ISR-1 and other forms as prescribed.
11. Members are requested to read the instructions in the Notes under the section **‘VOTING THROUGH ELECTRONIC MEANS’** for remote e-voting.
  12. All the documents referred to in the Postal Ballot Notice, shall be available for inspection from **9<sup>th</sup> January, 2026 to 7<sup>th</sup> February, 2026 during 2:00 P.M. to 5:00 P.M.** on all working days other than Saturdays at the Registered Office of the Company. Members seeking to inspect such documents can send an e-mail on [digvijayfinleaselimited@gmail.com](mailto:digvijayfinleaselimited@gmail.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card.
  13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of transfer and portfolio management. The Company has made arrangements with NSDL to offer facility of dematerialisation of securities to its shareholders. **The ISIN allotted by the said depository to the Company is – INE01US01017.** Members may contact their Depository Participant for assistance in this regard.
  14. The Company has appointed Mr. Rohit Kumarr Mundhra, Practicing Chartered Accountant (Membership No. 067469), partner of M/s. ASRM & Co. (Firm Registration No. 328024E) to act as the Scrutiniser, to scrutinize the e-voting process in a fair and transparent manner.
  15. The e-voting period will commence at 10.00 A.M. on **9<sup>th</sup> January, 2026** and will end at 5.00 P.M. on **Saturday, 7<sup>th</sup> February, 2026.** For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. **The facility of casting votes by a member using remote e-voting system will be provided by NSDL.**

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

### 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

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. 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>2. 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>3. 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 held 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>4. 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>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Friday, 2<sup>nd</sup> January, 2026**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 2<sup>nd</sup> January, 2026, may follow steps mentioned in the Notice under Step 1: "Access to NSDL e-Voting system"(Above).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL and/or Ms. Pallavi Mhatre, Senior Manager, NSDL 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA via email.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
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. 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.
5. Members who need assistance, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call 1800 1020 990 / 1800 22 44 30.

**Please note the following:**

A person, whose name is recorded in the register of members as on the cut-off date shall be entitled to avail the facility of remote e-voting.

The Scrutinizer shall immediately after the conclusion of voting through Postal Ballot, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submits his report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of voting shall be displayed on the notice board at the registered office of the Company. The resolution, if passed by the members through Postal Ballot, shall be deemed to have been passed on **Saturday, 7<sup>th</sup> February, 2026** being the last date specified by the Company for e-voting, as if they have been passed at a general meeting of the members.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'),**

**As required by section 102 of the Companies Act, 2013 (the Act) and SS-2, the following explanatory statement sets out all material facts relating to the business mentioned under item nos.1 to 4 of the accompanying Notice.**

**Item No 1.**

The Company intends to foray into trading and Import-Export business apart from its existing business activities for this purpose it is required to make addition of Sub Clause 2 after existing sub-clause 1 of Object Clause of Memorandum of Association (MOA).

The existing Memorandum of Association ("MOA") is based on the Companies Act, 1956. The existing sub-clauses 3 under clause 3(a) and existing sub-clauses 32 of Clause 3(B) are reflecting lending related activities, and need to be deleted as per the requirements of Reserve Bank of India. Addition of sub clauses of 3(c) in 3(b) as well as renumbering of existing sub-clauses of clause 3 (c) serially, the Company proposes to align the new set of Memorandum of Association as per Table A of Schedule I of the Companies Act, 2013. The modification in Memorandum of association will be in consonance of the provisions of the Companies Act, 2013

Accordingly consent of the members is being sought for the proposed addition in the Memorandum of association in the best interest of the Company.

**Item No 2.**

The existing Articles of Association ("AOA") is based on the Companies Act, 1956. The Existing regulations of the Articles of Association are proposed to be replaced by the new set of regulations and the Company proposes to adopt the new set of Articles of Association as per Table F of First Schedule of the Companies Act, 2013. The modification in Articles of association will be in consonance of the provisions of the Companies Act, 2013 and also adopt the new set of Articles of association in compliance of the Companies Act, 2013.

Accordingly consent of the members is being sought for the adoption of new set of Memorandum & Articles of Association in the best interest of the Company.

All the relevant documents including the new set of MOA & AOA will be open for inspection by the members at the registered office of the Company during **2:00 P.M. to 5:00 P.M.** on all working days except Saturdays till **7<sup>th</sup> February, 2026 5:00 P.M.** at the Registered Office of the Company.

The Board of Directors of the Company recommends passing of the resolution as a **Special Resolution** by the members.

None of the Directors, key managerial personnel or their relatives, except to the extent of their shareholding, are concerned or interested in the resolution/s.

**Item No 3.**

**Shri Hari Mohan Bangur**

Shri Hari Mohan Bangur is a law-abiding citizen of India born on 29.10.1952 and is a Non-Executive Director of the Company.

Shri Hari Mohan Bangur is a Chemical Engineer from IIT Bombay. He joined the Company's Board on 30.12.2025 and has skill and experience of more than 3 decades in Corporate Management and leadership role, in numerous fields and also knowledge of the business carried on by the Company. He has been associated with a leading Cement Company as promoter, Whole-time Director and Chairman including as Managing Director in between. He is also associated with many philanthropic organizations and was associated with Cement Manufacturer's Association (CMA) and the Federation of Indian Chambers of

Commerce & Industry (FICCI). He has been awarded with the prestigious “Ernst & Young Entrepreneur of the Year Award 2016” and “Forbes Award 2016”, “Forbes Leadership Award 2017” and was conferred India’s Most Trusted Leader Award by Great Place to Work Institute in 2023. Shri Hari Mohan Bangur has given a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 (1) & 164(2) of the Companies Act, 2013 and rules framed thereunder.

**Disclosure of relationship between directors *inter-se***

Father of Shri Prashant Bangur, Director

**No. of Board Meetings attended during FY 2025-26**

NIL

**Companies (other than this Company) in which he holds directorship and committee membership**

**Directorship**

Shree Cement Ltd – Whole-time Director

**Committee Membership**

Shree Cement Ltd	Business Operations Committee	-Chairman
	Share Transfer Committee	-Chairman

**Chairman / Member of Committee(s) of the Board of the Company**

Chairman of Shree Cement Limited

**Shareholding in the Company**

0.00%

**Remuneration last drawn**

None except for sitting fee for attending Board meetings.

Shri Hari Mohan Bangur is concerned in the Resolution of the accompanying Notice relating to his own appointment as a director. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution except Shri Prashant Bangur being Son of Shri Hari Mohan Bangur.

**Item No.4.**

**Shri Prashant Bangur**

Shri Prashant Bangur is a law-abiding citizen of India born on 02.06.1980 and is a Non-Executive Director of the Company.

Shri Prashant Bangur is an MBA in Finance from the Indian School of Business, Hyderabad, He joined the Company’s Board on 30-12-2025 and has skill, knowledge and experience of more than 21 years in Corporate Management and leadership role and also in the business carried on by the Company. Shri Prashant Bangur is promoter, Whole-time Director and Vice-Chairman, having held the post of Jt. Managing Director earlier, of a leading Cement Company. Shri Prashant Bangur is Chairman of State Council of Federation of Indian Chamber of Commerce & Industry, West Bengal, Vice President of Bharat Chamber of Commerce, Kolkata and member of managing Committee of Indian School of Business, Hyderabad. He is member of National Management Committee of Cement Manufacturer’s Association (CMA). Shri Prashant Bangur has given a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 (1) & 164(2) of the Companies Act, 2013 and rules framed thereunder.

**Disclosure of relationship between directors *inter-se***

Son of Shri Hari Mohan Bangur, Director

**No. of Board Meetings attended during FY 2025-26**

Nil

**Companies (other than this Company) in which he holds directorship and committee membership**

Directorship

Ragini Properties Pvt. Ltd  
Khemka Properties Pvt. Ltd.  
Shree Cement Ltd – Whole-time Director  
Indian Chamber of Commerce, Calcutta  
Bharat Chamber of Commerce  
The Marwar Textiles (Agency) Private Limited

Committee Membership

Shree Cement Ltd	Business Operations Committee	-Member
	CSR and Sustainability Committee	-Member
	Share Transfer Committee	-Member
	Risk Management Committee	-Member

**Chairman / Member of Committee(s) of the Board of the Company**

Nil

**Shareholding in the Company**

2.13%

**Remuneration last drawn**

None except for sitting fee for attending Board meetings.

Shri Prashant Bangur is concerned in the Resolution of the accompanying Notice relating to his own appointment as a director. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution except Shri Hari Mohan Bangur being Father of Shri Prashant Bangur.

**Registered Office:**  
**21, Strand Road,**  
**Kolkata – 700 001**

**Date: 30<sup>th</sup> December, 2025**

**By order of the Board**

Sd/-  
**(Sumit Jain)**  
**Company Secretary**  
**FCS No.: 9010**