



## S.J.S. ENTERPRISES 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 Postal Ballot

(*Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended*)

COMMENCEMENT OF E-VOTING	END OF E-VOTING:
Monday, January 15, 2024, at 9:00 a.m. (IST)	Tuesday, February 13, 2024, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary & Special Resolution by way of postal ballot only by voting through electronic means ('**Remote e-Voting**').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent ('**RTA**') or Depository/ Depository Participants ('**DPS**') and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Company's website at [www.sjsindia.com](http://www.sjsindia.com) and on the websites of the Stock Exchanges i.e. BSE Limited ('**BSE**') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('**NSE**') at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the Company's RTA - Link Intime India Private Limited ('**LIIPL**') at <https://instavote.linkintime.co.in>.

The Company has engaged the services of LIIPL, the RTA of the Company as the agency to provide remote E-voting facility.

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, Company Secretary in Practice (FCS 11869 – and CP No: 20322) ("**Scrutinizer**"), as scrutineer for conducting the postal ballot process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting will commence on **Monday, January 15, 2024, at 9:00 a.m. (IST)** and ends on **Tuesday, February 13, 2024, at 5:00 p.m. (IST)**.

The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at [www.sjsindia.com](http://www.sjsindia.com) and on the website of the LIIPL at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of remote E-voting and the same will also be simultaneously communicated to BSE and NSE ("hereinafter collectively referred to as the "**Stock Exchanges**").

Members having any queries, issues or requiring any clarifications on remote e-voting may contact Link Intime India Private Limited on number **022-4918 6000** or reach by email:- [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or dissent by means of remote E-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Tuesday, February 13, 2024** i.e. the last date specified for the remote e-voting.

#### SPECIAL BUSINESS:

##### **ITEM NO.1: TO APPROVE REQUEST RECEIVED FROM EVERGRAPH HOLDINGS PTE. LTD. FOR RECLASSIFICATION FROM PROMOTER CATEGORY TO PUBLIC CATEGORY**

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

**"RESOLVED THAT** pursuant to provisions of Regulation 31A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as "**SEBI Listing Regulations**") and other applicable laws and subject to the necessary approvals from the BSE Limited ('**BSE**') and National Stock Exchange of India Limited ("NSE" and collectively with the BSE the "**Stock Exchanges**") and such other appropriate authorities as may be required, consent of the Shareholders of the Company be and is hereby accorded for reclassification of the following person from "Promoter Category" to "Public Category"

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>Category</b>	<b>No. of equity shares held</b>	<b>% of shares held (on a fully diluted basis)</b>
1.	Evergraph Holdings Pte. Ltd	Promoter	14,36,337	4.63%

**RESOLVED FURTHER THAT** any of the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings with the Stock Exchange(s), seeking approvals from the stock exchanges and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions and matters, incidental, consequential and connected therewith."

**ITEM NO.2: APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 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 185 read with Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), 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 be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary(ies) of the Company or any other person in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding Rs. 20 Crores [Rupees Twenty Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company(ies) for its principal business activities. "

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, any of the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds and things to order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto, as the Board may think fit and suitable"

**By order of the Board of Directors  
For S.J.S. Enterprises Limited  
Sd/-**

**Thabraz Hushain. W  
Company Secretary & Compliance Officer**

**Date: January 10, 2024**  
**Place: Bangalore**

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the 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 this Notice.
2. In accordance with the **MCA Circulars**, this Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('**NSDL**') / Central Depository Services (India) Limited ('**CDSL**') and Company's RTA, i.e. LIIPL as on **Friday, January 05, 2024 ('Cut Off Date')** and who have or will register their email address with the **DPS** or with LIIPL in accordance with the process outlined in this Postal Ballot Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those

Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, SS 2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, The Company has engaged LIPL for facilitating e-voting to enable the members to cast their votes through Remote e-voting.
5. In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.
6. Notice is also placed on the website of the Company i.e. [www.sjsindia.com](http://www.sjsindia.com) and the website of LIPL i.e. www. <https://instavote.linkintime.co.in> and shall be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Members who have not received the Notice may download the same from the aforesaid websites.
7. The remote e-voting period commences on **Monday, January 15, 2024 at 9:00 a.m. IST** and ends on **Tuesday, February 13, 2024 at 5:00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 16 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. Documents referred to in the Notice/ Explanatory Statement shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice upto the date of closure of remote e-voting i.e. **Tuesday, February 13, 2024 at 5:00 p.m. IST**. Members who wish to inspect such documents are requested to send an email to [compliance@sjsindia.com](mailto:compliance@sjsindia.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 attached to the email.
9. The Board of Directors (“Board”) of the Company at its meeting held on **Thursday, December 14, 2023** has appointed Mr. Ananta R Deshpande, Company Secretary in Practice (FCS 11869 – and CP No: 20322), to act as Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
11. The result of Postal Ballot along with the Scrutinizer’s Report will also be placed on the Company’s Website at [www.sjsindia.com](http://www.sjsindia.com) and also on the LIPL’s website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company’s shares are listed.

12. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Tuesday, February 13, 2024**.

13. The vote in this Postal Ballot cannot be exercised through proxy.

**14. Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIIPL (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on Cut-off date i.e. **Friday, January 05, 2024** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b. In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c. Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

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

in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LIIPL, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
240004	Monday, January 15, 2024, at 9:00 a.m. (IST)	Tuesday, February 13, 2024, at 5:00 p.m. (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LIIPL upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>METHOD 1 - If registered with NSDL IDeAS facility</b></p> <p><b>Users who have registered for NSDL IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on “Beneficial Owner” icon under “Login”.</li> <li>b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.</li> <li>c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p style="text-align: center;"><b>OR</b></p> <p><b>User who have not registered for NSDL IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>a) To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> “</li> <li>b) Proceed with updating the required fields.</li> <li>c) Post registration, user will be provided with Login ID and password.</li> <li>d) After successful login, click on “Access to e-voting”.</li> <li>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b>METHOD 2 - By directly visiting the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</li> <li>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>METHOD 1 – If registered with CDSL Easi/Easiest facility</b></p> <p><b>Users who have registered for CDSL Easi/Easiest facility.</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b) Click on New System Myeasi</li> <li>c) Login with user id and password</li> <li>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</li> </ul>

<b>Type of shareholders</b>	<b>Login Method</b>
	<p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;"><b>OR</b></p> <p><b>Users who have not registered for CDSL Easi/Easiest facility.</b></p> <p>a) To register, visit URL: <a href="https://web.cdsindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdsindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided Login ID and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p><b>METHOD 2 - By directly visiting the e-voting website of CDSL.</b></p> <p>a) Visit URL: <a href="https://www.cdsindia.com">https://www.cdsindia.com</a>.</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<p>Individual shareholders 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>a) Login to DP website</p> <p>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</p> <p>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</p> <p>d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<b>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</b>	<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 “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</li> </ol> <p><b>A. User ID:</b></p>

Type of shareholders	Login Method
	<p>Shareholders/Members holding shares in <b>physical form shall provide</b> Event No. + Folio Number registered with the Company.</p> <p>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.</p> <p><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.</p> <p><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).</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <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></p> <p><i>*Shareholders/Members holding shares in <b>NSDL form</b>, shall provide 'D' above.</i></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 '<b>SHARE HOLDER</b>' tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</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 '<b>View</b>' 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 '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on '<b>Yes</b>', else to change your vote, click on '<b>No</b>' and accordingly modify your vote.</li> </ol>

## **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organization ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ –
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

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

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

<b>Name, address and contact details of e-voting service provider</b>	Contact name: Mr. Rajiv Rajan AVP-evoting  Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West) Mumbai-400083  Contact details: <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a>  Contact number Tel: 022 – 4918 6000
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#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	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
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	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

#### **Forgot Password:**

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

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder 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 shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’*
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.*

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

Shareholders 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”.

**By order of the Board of Directors**

**For S.J.S. Enterprises Limited**

**Sd/-**

**Date: January 10, 2024**

**Place: Bangalore**

**Thabraz Hushain. W  
Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**  
**FORMING PART OF THIS POSTAL BALLOT NOTICE:**

**Item No 1:**

The Company had received an application dated December 05, 2023 from Evergraph Holdings Pte. Ltd. ("Promoter" / "Evergraph"), requesting for reclassification of their status from "Promoter" category to "Public" category shareholders in accordance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Evergraph, currently holds 14,36,337 (Fourteen Lakhs Thirty-Six Thousand Three Hundred and Thirty-Seven) equity shares of the Company constituting 4.63% (Four-point Six Three percent) of the share capital of the Company.

The Board of Directors of the Company, in its meeting held on December 14, 2023, have approved the applications for reclassification of Evergraph from "Promoter" category to "Public" category shareholders of the Company and have noted that they: (i) no longer hold substantial shares in the Company (ii) do not exercise control over the affairs of the Company, and (iii) do not act as promoters of the Company; hence it would be fair and equitable to reclassify them in "Public" category of shareholders

Evergraph has confirmed that they comply and will continue to comply with the provisions of Regulation 31A(3) of the SEBI LODR. Further Evergraph has also confirmed that they:

- a. do not hold more than 10% (ten percent) of the total voting rights in the Company;
- b. do not exercise control over the affairs of the Company, directly or indirectly.;
- c. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.;
- d. do not have any representatives (including a nominee director) on the board of directors of the Company;
- e. do not have any representatives acting as key managerial personnel of the Company;
- f. are not a willful defaulter as per the Reserve Bank of India Guidelines; and
- g. are not a fugitive economic offender.

The Board of Directors of the Company hereby confirms that:

- a. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed; and
- c. The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories.

Considering the above, the Board has recommended reclassification of Evergraph from "Promoter" category to "Public" category shareholder by passing of the Ordinary Resolution as set out at Item no. 1 of this Notice, for approval by the Members of the Company.

Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholdings.

**Item No 2:**

The Company is expected to render support for the business requirements of Walterpack Automotive Products India Private Limited, material subsidiary of the Company (i.e. entity in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Hence, in order to enable the company to advance loan, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution

**By order of the Board of Directors  
For S.J.S. Enterprises Limited  
Sd/-**

**Thabraz Hushain. W  
Company Secretary & Compliance Officer**

**Date: January 10, 2024**

**Place: Bangalore**