

# Notice of Eighteenth Annual General Meeting

**NOTICE** is hereby given that the Eighteenth ("18<sup>th</sup>") Annual General Meeting ("AGM") of the Shareholders/Members of **S.J.S. Enterprises Limited** [Formerly known as S.J.S. Enterprises Private Limited] ("Company") will be held on Monday, 04 September 2023 at 03.30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses.

## ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2023 together with the reports of the Board of Directors and Auditors thereon:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

"**RESOLVED THAT** the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2023 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Shareholders/ Members be and are hereby approved and adopted."

2. **Re-appointment of Mr. Vishal Sharma (DIN: 01599024), who retires by rotation and being eligible, offers himself for re-appointment:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vishal Sharma, Director (DIN: 01599024) of the Company, who retires by rotation at the 18<sup>th</sup> AGM and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

3. **Ratification of Cost Auditor's Remuneration:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of Audit Committee and approval of the Board, the remuneration payable to M/s PSV & Associates, Bengaluru, Cost Accountants, (Firm Registration Number 000304), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024, amounting to ₹4,00,000/- (Rupees Four Lakhs Only) exclusive of Goods and Services Tax & Re-imbursement of out-of-pocket expenses in connection with the aforesaid audit, be and is hereby ratified."

4. **To increase overall managerial remuneration payable from 11% to 15% of the net profits of the Company:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013, (the Act) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings held on 26 July 2023, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable for the financial year 2023-24, from 11% to 15% of the net profits of the Company computed in the manner laid down in Section 198 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

5. To increase managerial remuneration payable to Mr. Sanjay Thapar, CEO & Executive Director (DIN: 01029851) in excess of 5% of the net profits 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** further to a resolution passed by the Members at the 16<sup>th</sup> Annual General Meeting of the Company held on 22 July 2021 for remuneration payable to Mr. Sanjay Thapar, CEO & Executive Director (DIN : 01029851) and subject to the approval of resolution by the Members for increasing overall managerial remuneration, from 11% to 15% of the net profits of the Company, being duly passed and becoming effective as set out at item no. 4 of this Notice convening the 18<sup>th</sup> Annual General Meeting and pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the

Board of Directors in the respective meetings held on 26 July 2023 and considering the contributions made and quality of services rendered by Mr. Sanjay Thapar, CEO & Executive Director (DIN: 01029851), in the growth trajectory of the Company, approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Sanjay Thapar, in excess of 5% of the net profits of the Company computed in accordance with Section 198 of the Act for the period of three financial years commencing from 1 April 2023.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

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

Place: Bengaluru  
Date: 01 August 2023

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the special businesses are annexed herewith and forms part of this Notice.
2. Pursuant to Section 20(2) of the Companies Act, 2013 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 18<sup>th</sup> AGM of the Company is being held through VC/ OAVM (Please see instructions/ guidelines below).
4. Pursuant to Section 108 of the Companies Act, 2013 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 AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited ("LIIPL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Shareholders/ Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by LIIPL.
5. The Shareholders/Members can join the AGM 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 AGM through VC/OAVM will be made available to Shareholders/Members on first-come-first-serve basis.
6. This will not include large Shareholders/Members (Shareholders/Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve basis.
7. Shareholders/Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM 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 AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. A 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 AGM 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 AGM 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 AGM through VC/OAVM and participate there at and cast their votes.
9. 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 AGM 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@sjssindia.com](mailto:compliance@sjssindia.com) and [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
10. In line with the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded

- on the website of the Company at [www.sjsindia.com](http://www.sjsindia.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 AGM Notice is also disseminated on the website of LIIPL at <https://instavote.linkintime.co.in>.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Annual Report 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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013 and a Certificate from the Secretarial Auditor of the Company as required under Regulation 13 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 regarding compliance with the same will be available electronically for inspection by the Shareholders/Members, without any fee, from the date of circulation of this Notice up to the date of AGM. The Shareholders/Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at [compliance@sjsindia.com](mailto:compliance@sjsindia.com).
12. Pursuant to Section 152 of the Companies Act, 2013, Mr. Vishal Sharma (DIN: 01599024), retires by rotation at this AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Details of the Director proposed to be re-appointed as required in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, is provided as "**Annexure - A**".
13. 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 AGM in a fair and transparent manner.
14. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
15. 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 AGM, by sending an e-mail to the Company at [compliance@sjsindia.com](mailto:compliance@sjsindia.com).

16. Shareholders/Members holding shares as on cut-off date, i.e., Monday, 28 August 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.
17. Shareholders/Members who have acquired shares after the dispatch of this Notice and before the cut-off date may approach the Company/ LIIPL for issuance of User ID and Password for exercising their votes by electronic means.
18. Since the AGM 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 AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and e-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM 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 AGM 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 LIIPL 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 AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 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 AGM by

electronic means and the businesses may be transacted through e-voting services.

2. The voting period begins on Friday, 01 September 2023 at 9.00 am IST and ends on Sunday, 03 September 2023 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. Monday, 28 September 2023 may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter.
3. The facility for electronic voting system, shall also be made available at the AGM. The Shareholders/Members attending the AGM, 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 AGM. 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 AGM.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 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 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 AGM through VC/OAVM through InstaMeet provided by LIIPL.

## A. REMOTE E-VOTING INSTRUCTIONS:

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"><li>Existing IDeAS 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 "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password.</li><li>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.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.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 "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 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 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>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, 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 able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</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. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li></ol>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<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>

Type of shareholders	Login Method
<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 “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details:           <ol 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.</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> </ol> <p>*Shareholders/Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>*Shareholders/Members holding shares in NSDL form, shall provide 'D' 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> </li> <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/Members:**

Institutional Shareholders/Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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	Shareholders/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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Shareholders/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 22- 23058542-43.

**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 above mentioned 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 ANNUAL GENERAL MEETING ("AGM") 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.
5. The Shareholders/Members who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to the AGM 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 AGM, 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.

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

1. Shareholders/Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request atleast 3 days before the AGM 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 AGM.
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.

## D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE AGM 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

Sr. no.	Steps
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 AGM 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 AGM will be eligible to attend/ participate in the AGM 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 AGM 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 THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 18TH AGM OF THE COMPANY IN RESPECT OF ITEM NO. 3,4 &5 OF THE SAID NOTICE:**

**ITEM NO.3**

**Ratification of Cost Auditor's Remuneration:**

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for:

- appointment of a Cost Accountant in Practice, to conduct audit of cost records of a Company, by the Board of Directors on the recommendation of Audit Committee; and
- ratification of remuneration payable to him by the Shareholders/Members of the Company.

In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on 15 May 2023 and based on the recommendation of Audit Committee has approved the appointment of M/s. PSV & Associates, Bengaluru, Cost Accountants (Registration Number: 000304), to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024. The remuneration fixed for their appointment is ₹4,00,000/- (Rupees Four Lakh only) plus applicable Goods and Services Tax (GST) and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders/Members of the Company.

Accordingly, consent of the Shareholders/Members is sought to ratify the remuneration payable to the Cost Auditors for the financial year ending 31 March 2024.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of the Shareholders/Members.

**Interest of directors & key managerial personnel:**

None of the Directors or key managerial personnel of the Company or their relatives is/ are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

**ITEM NO.4 & 5**

**Increase overall managerial remuneration payable from 11% to 15% of the net profits of the Company and increase managerial remuneration payable to Mr. Sanjay Thapar, CEO & Executive Director (DIN: 01029851) in excess of 5% of the net profits of the Company:**

As per the relevant provisions of the Companies Act, 2013, we are seeking the approval of the members through a special resolution to authorize the payment of remuneration to Mr. Sanjay Thapar, CEO & Executive Director, exceeding the prescribed limit of 5% of the Company's net profit for the period of three financial years commencing from 1 April 2023. Additionally, in line with the applicable provisions of the Companies Act, 2013, We also seeking the approval of the members, by way of ordinary resolution, to increase the limit for the total managerial remuneration payable to the Company's Directors, including the Managing Director, for the financial year 2023-24 from the current 11% to 15% of the net profit of the Company.

In the 16<sup>th</sup> Annual General Meeting of the Company held on 22 July 2021, members of the Company, previously approved the remuneration and granted 4,50,000 stock options to Mr. Sanjay Thapar, further based on the recommendation of Nomination and Remuneration Committee, the Board of the Company granted an additional 2,00,000 stock options to Mr. Sanjay Thapar during their respective meeting held on 26 July 2023.

The members of the Company are hereby informed that, consequent to Mr. Sanjay Thapar exercising stock options as and when they vest, along with un-exercised stock options granted to him under the S.J.S. Enterprises – Employee Stock Option Plan - 2021, his remuneration shall exceed the prescribed limit of 5% of net profit of the Company as specified under Section 197 of the Companies Act, 2013, eventually, the overall managerial remuneration payable to all directors shall also exceed the prescribed limit of 11% of net profit of the Company as specified under Section 197 of the Companies Act, 2013. Therefore, the approval of the members of the Company is sought for payment of managerial remuneration exceeding the prescribed limit as stated in the resolution no. 4 and 5.

**Interest of directors & key managerial personnel:**

Your directors recommend the Ordinary and Special Resolutions at item no's 4 and 5 of the Notice of the AGM respectively to the members for their approval. Except Mr. Sanjay Thapar, CEO & Executive Director, and his relatives, no other Director and Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolutions set out at item nos. 4 and 5 of the accompanying notice.

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

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

Place: Bengaluru  
Date: 01 August 2023

**Annexure-A**

**Details of Directors seeking appointment/re-appointment at the 18<sup>th</sup> Annual General Meeting to be held on 04 September 2023**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2)]

Agenda Item No.	2
Name of the Director	Vishal Sharma
Category	Non-Executive Director
Director Identification Number (DIN)	01599024
Date of Birth and Age	30/03/1978 & 45 years
Nationality	Indian
Residential Address (along with Phone, Fax and Email)	A-148, Ground Floor, M2k Aura, Near Mayfield Gardens Sector-47, Gurugram 122018 HR IN
Educational/ Professional Qualifications	Bachelor's degree in textile technology from the Indian Institute of Technology, Delhi and a post graduate programme in management from the Indian School of Business, Hyderabad
Expertise in specific functional area	He is currently the managing director – investments and operations with Everstone Capital Advisors Private Limited. He has previously worked with Sapient Corporation (now known as Publicis Sapient) (a division of TLG India Private Limited) and Boston Consulting Group (India) Private Limited
First appointment on the Board of the Company	28 April 2016
Date of appointment in current designation	16 September 2016
Terms and Conditions of Appointment	Liable to retire by rotation
Remuneration details	Nil
Number of shares held in the Company (including shareholding as a beneficial owner) as on:	Nil
a) 31 March 2023	
b) 31 July 2023	
Relationship with other Directors/Manager/ Key Managerial Personnel	Nil
Number of Board Meetings attended during the Financial Year 2021-22	I. 13 out of 13
Financial Year 2022-23	II. 5 out of 5

Directorships held in other Companies in India	<ul style="list-style-type: none"> <li>• Translumina Therapeutics LLP</li> <li>• S.J.S. Enterprises Limited</li> <li>• Calibre Chemicals Private Limited</li> <li>• Softgel Healthcare Private Limited</li> <li>• Exotech Plastics Private Limited</li> <li>• Transvalve Health Private Limited</li> <li>• Transhealth Private Limited</li> <li>• Interarch Building Products Private Limited</li> <li>• Integris Health Private Limited</li> </ul>
Directorships held in other Listed Companies in India	Nil
Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Nil
<b>Chairmanships/Memberships of the Committees of other Listed and public limited companies as on 31 March 2023:</b>	
a. Audit Committee	Member
b. Stakeholders' Relationship Committee	NA
c. Nomination and Remuneration Committee	Member
d. CSR Committee	Member
e. Other Committee(s)	Member in Risk Management Committee
Brief Resume of Director	He holds a bachelor's degree in textile technology from the Indian Institute of Technology, Delhi and a post graduate programme in management from the Indian School of Business, Hyderabad. He is currently the managing director – investments and operations with Everstone Capital Advisors Private Limited. He has previously worked with Sapient Corporation (now known as Publicis Sapient) (a division of TLG India Private Limited) and Boston Consulting Group (India) Private Limited.
Listed entities from which the person has resigned in the past three years	Nil