S J LOGISTICS (INDIA) LIMITED

November 13, 2026

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E) Mumbai – 400051, India

Symbol: SJLOGISTIC

Subject: Notice of Extra-Ordinary General Meeting of the Company

This is with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 2nd Extra-Ordinary General Meeting (02/EOGM/2026-27) scheduled to be held on **Monday December 07, 2026,** through VC/OVAM to transact the businesses as mentioned in the Notice of EOGM.

The aforesaid notice is also available on the website of the company at www.sjlogistics.co.in.

We request you to take the above information on record.

Thanking you,
For S J logistics (India) Limited

RAJEN HASMUKH LAL SHAH
Digitally signed by RAJEN HASMUKHLAL SHAH
Date: 2026.11.13 17:36:11 +05'30'

Rajen Hasmukhlal Shah
Chairman & Managing Director
DIN: 01903150

S J LOGISTICS (INDIA) LIMITED

Registered Office: Office No. 403, 4th Floor, Sabari Samriddhi Building, Ghatla Village Road, Opp. Union Park, S T Road, Chembur, Mumbai – 400071 Maharashtra, INDIA
Email Id: cs@sjl.co.in | **Website:** www.sjlogistics.co.in **Telephone:** +91 22 61982800
CIN: L63000MH2003PLC475076

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that the Second Extra-Ordinary General Meeting ("the EGM / the meeting") (02/EGM/2026-27) of the Members of **S J Logistics (India) Limited** ("the Company") will be held on **Monday, 07th December 2026**, at **04:00 PM (IST)** through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

SPECIAL BUSINESS:

1. **ISSUANCE OF 13,00,000 (THIRTEEN LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER/PUBLIC CATEGORY:**

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,as amended ("Listing Regulations") and the Foreign Exchange Management Act, 1999 as amended (FEMA Regulations) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), and as per provisions of the uniform listing agreements entered into with National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed ("Stock Exchanges"), and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ("the Board") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, upto **13,00,000 (Thirteen Lakhs) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each, for cash, at an issue price of Rs. 326/- (Rupees Three Hundred Twenty- Six only) per Equity share fully paid up at a premium of Rs. 316/- (Rupees Three Hundred Sixteen only) per Equity Share ("Equity Share Issue Price") aggregating to an amount not exceeding **Rs. 42,38,00,000/- (Rupees Forty-Two Crores Thirty-Eight Lakhs Only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following individuals/entities (hereinafter referred to as the "Proposed Allottees of Equity Shares"), and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Names of the proposed Allottees	Category	No. of Equity shares	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1	Abakkus Venture Opportunities Fund	Non- Promoter	10,00,000	32,60,00,000	326/-
2	Deepali Daga	Non- Promoter	2,00,000	6,52,00,000	326/-
3	Charandeep Singh	Non- Promoter	1,00,000	3,26,00,000	326/-
TOTAL			**13,00,000**	**42,38,00,000**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Equity Shares shall be Friday, 06th November 2026, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Monday, 07th December 2026;

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

b. The pre-preferential shareholding of the Proposed Allottee of Equity Shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

e. Allotment of Equity Shares shall only be made in dematerialized form.

f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act;

RESOLVED FURTHER THAT any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares, to entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance and listing and trading of Equity Shares), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle

all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

2. ISSUE OF 15,40,000 (FIFTEEN LAKHS FORTY THOUSAND) WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY AND NON-PROMOTER/PUBLIC CATEGORY:

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,as amended ("Listing Regulations") and the Foreign Exchange Management Act, 1999 as amended (FEMA Regulations) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), and as per provisions of the uniform listing agreements entered into with National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed ("Stock Exchanges"), and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ("the Board") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis from time to time in one or more tranches, upto **15,40,000 (Fifteen Lakhs Forty Thousand) Warrants**, each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each, for cash at an issue price of Rs. 326/- (Rupees Three Hundred Twenty-Six only) per Warrant**,** each fully paid up at a premium of Rs. 316/- (Rupees Three hundred Sixteen only) each per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding **Rs. 50,20,40,000/- (Rupees Fifty Crores Twenty-Lakhs and Forty Thousand Only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following individuals/entities (hereinafter referred to as the "Proposed Allottees of Warrant"), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Names of the proposed Allottees	Category	No. of Warrants	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1	Jeet Rajen Shah	Promoter Group	4,00,000	13,04,00,000	326/-
2	Prashant Arvindlal Shah	Promoter Group	3,70,000	12,06,20,000	326/-
3	Pavan Prashantbhai Shah	Promoter Group	3,70,000	12,06,20,000	326/-
4	Siddhant Laxmikant Kabra	Non- Promoter	2,00,000	6,52,00,000	326/-
5	Celestial Tradechem Private Limited	Non- Promoter	2,00,000	6,52,00,000	326/-
TOTAL			**15,40,000**	**50,20,40,000**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Friday, 06th November 2026 being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Monday, 07th December, 2026;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;

b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.

d. The pre-preferential shareholding of the Proposed Allottee of Warrants, if any, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

e. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Regulations;

f. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

g. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

h. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be lock-in as prescribed under Chapter V of the ICDR Regulations from time to time;

i. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

j. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);

k. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

l. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

m. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the Board, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

For S J Logistics (India) Limited

Sd/-
Rajen Hasmukhlal Shah
Chairman & Managing Director
DIN: 01903150

Place: Mumbai
Date: November 13, 2026

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business matters, is annexed hereto.

2. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, including the most latest being Circular Nos. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") read with the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars") have permitted the Companies to conduct the General Meeting through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

3. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations") read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the Extra Ordinary General Meeting of the Company will be held through VC/OAVM on Monday, December 07, 2026, at 04.00 PM (IST). The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company located at 403, 4th Floor, Sabari Samriddhi Building, Ghatla Village Road, S T Road, Opp Union Park, Chembur, Mumbai – 400071 Maharashtra, INDIA.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a Member of the Company. Since this EGM is being conducted through VC/OAVM pursuant to the aforesaid Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC / OAVM and cast their votes through e-Voting

5. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and aforesaid Circulars, the Notice of the Extra-Ordinary General Meeting are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/ Depository Participant(s). Members may note that Notice of the Extra-Ordinary General Meeting will also be available on the website of the Company (www.sjlogistics.co.in), website of NSDL (www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e National Stock Exchange of India (www.nseindia.com).

6. Members who have not registered their e-mail addresses are requested to do so for receiving all communications electronically. For shares held in electronic form, Members may update their e-mail with their Depository Participant(s) and shares held in physical form, they may write to the Company's Registrar & Share Transfer Agent (RTA), Maashitla Securities Private Limited, having its registered office at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi, Delhi - 110034, e-mail: rta@maashitla.com.

7. Pursuant to the provisions of 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting and e-Voting during EGM to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. 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 e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting during the EGM will be provided by NSDL.

8. Members can join the EGM through the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders 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 EGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the EGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. In line with the aforesaid MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at (www.sjlogistics.co.in), The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at (www.nseindia.com). The EGM Notice is also disseminated on the website of NSDL agency for providing the remote e-Voting and e-Voting during the EGM) i.e., (www.evoting.nsdl.com)

11. Corporate Members intending to authorize their representatives to participate and vote at the EGM are requested to send a scanned copy (PDF/JPEG format) of the certified copy of Board Resolution authorising their representative(s) to attend the EGM through VC/OAVM and to cast their vote through e-Voting on their behalf. Such documents can be sent to the Company at cs@sjl.co.in.

12. All the documents which are relevant and referred in the Notice and Explanatory Statement of the EGM shall be available at the Registered Office of the Company for Inspection without any fee during the normal business hours on working days, up to the date of EGM of the Company.

13. Any person, who acquires shares and become Member of the Company after the dispatch of the Notice of EGM by e-mail and holds shares as on Tuesday, December 01, 2026 ("cut-off date") may obtain the User login credentials (ID and password) by sending a request to the Company's RTA at rta@maashitla.com by mentioning their Folio No./DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on (www.evoting.nsdl.com)

14. Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the depositories as on Tuesday, December 01, 2026 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the EGM.

15. In line with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, the Practising Company Secretary's certificate confirming compliance with the issuance of Equity Shares & Warrants, along with the valuation report, has been made available on the website of the Company at (www.sjlogistics.co.in).

16. The Board has appointed Mr. Rushabh Doshi, (Membership No. A24406), Partner of Rushabh Doshi & Associates, Company Secretaries, C.P. No. 25328, Practicing Company Secretary, as Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting during the EGM) in a fair and transparent manner.

17. The Scrutinizer shall, immediately after the conclusion of e-Voting at the EGM, unblock the votes cast through e-Voting (votes cast during the EGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, to the Chairman. The voting results declared along with Scrutinizer's Report will be announced within two working days of the conclusion of EGM. The said results shall be placed on the Company's website at (www.sjlogistics.co.in) and simultaneously intimated to the NSDL and National Stock Exchange of India Limited ("NSE"). The Scrutinizer's decision on the validity of votes cast will be final.

18. The Resolutions shall be deemed to be passed on the date of the EGM conducted through VC/OAVM, subject to receipt of the requisite number of votes in favour of the Resolutions.

19. General and detailed instructions for accessing and participating in the EGM through VC/OAVM and e-Voting electronically (both remote and during the EGM) are provided in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on December 04, 2026 at 9:00 A.M. and ends on December 06, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. December 01, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being December 01, 2026.

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:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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.**

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.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 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.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
Now, you will have to click on "Login" button.
After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.doshi87@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 or call on.: 022 - 4886 7000 or send a request to (Apeksha Gojamgunde) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sjl.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sjl.co.in . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM 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 system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sjl.co.in. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions by sending their request till December 03, 2026 (05:00 pm) mentioning their name, demat account number/folio number, email id, mobile number at cs@sjl.co.in. The same will be replied by the company suitably.

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EXPLANATORY STATEMENT

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

A. ISSUANCE OF 13,00,000 (THIRTEEN LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER/PUBLIC CATEGORY:

The Board of Directors of the Company in its meeting held on 06th November 2026, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue, Equity Shares upto **13,00,000 (Thirteen Lakhs) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of Rs. 326/- (Rupees Three Hundred and Twenty-Six Only) per Equity Share each fully paid up at a premium of Rs. 316/- (Rupees Three Hundred and Sixteen only) per Equity Share ("Equity Share Issue Price") aggregating to an amount not exceeding Rs. 42,38,00,000/- (Rupees Forty Two Crores Thirty-Eight Lakhs Only), at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following proposed allottees.

Sr. No	Names of the proposed Allottees	Category (Non-Promoter Group)	No. of Equity shares	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1	Abakkus Venture Opportunities Fund	Non- Promoter	10,00,000	32,60,00,000	326/-
2	Deepali Daga	Non- Promoter	2,00,000	6,52,00,000	326/-
3	Charandeep Singh	Non- Promoter	1,00,000	3,26,00,000	326/-
TOTAL			**13,00,000**	**42,38,00,000**	

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 are as under:

1. The objects of the preferential issue:

The Company proposes to utilise the proceeds of the Preferential Issue ("Issue Proceeds") towards the following objects:

a. Working Capital Requirements

The Company proposes to utilise an amount of up to ₹69,43,80,000 towards meeting the working capital requirements of the Company and/or its subsidiaries, including overseas subsidiaries, to support business growth and expansion of operations.

b. General Corporate Purposes (GCP)

The Company proposes to utilise an amount of up to ₹23,14,60,000 towards general corporate expenditure, business development, administrative expenses, business exigencies and other corporate requirements, as may be determined by the Board, subject to applicable laws.

Proposed Utilisation of Issue Proceeds

Particulars	Equity Shares	Warrants*	Total
Working Capital Requirements (75%)	31,78,50,000	37,65,30,000	69,43,80,000
General Corporate Purposes (25%)	10,59,50,000	12,55,10,000	23,14,60,000
Total	**42,38,00,000**	**50,20,40,000**	**92,58,40,000**

**Assuming full subscription and conversion of Warrants into Equity Shares within the stipulated period.*

The Issue Proceeds shall be utilised towards the respective objects within three months from the respective dates of receipt. Pending utilisation, the Issue Proceeds shall be maintained in a separate bank account.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

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

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs.100 Crores, our Company has not appointed any monitoring agency for this Issue.

2. **Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued**

   Preferential issue of **13,00,000 (Thirteen Lakhs) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis for cash, at an issue price of Rs. 326/- (Rupees Three Hundred Twenty-Six Only) per share at a premium of Rs. 316/- (Rupees Three Hundred and Sixteen only) per share aggregating to an amount not exceeding Rs. 42,38,00,000/- (Rupees Forty Two Crores Thirty-Eight Lakhs Only) at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013.

3. **Relevant Date with reference to which the price has been arrived at:**

   In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Equity Shares shall be Friday, 06th November 2026, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Monday, 07th December 2026.

4. **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

   The Equity Shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. **325.82** is determined and rounded off to **Rs. 326** as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at **Rs. 326/-** (Rupees Three Hundred and Twenty Six) per warrant which is higher of the following:

   a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 325.82 per Equity Share

   b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 315.41 per Equity Share.

   Since the Proposed Preferential Issue does not result in a change in control of the Company. However, since the proposed allotment meets the threshold prescribed under Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018,, the company has obtained the valuation report dated 06th November 2026 issued by Mr. Rushabh Doshi, Registered Valuer (IBBI Registration No. IBBI/RV/03/2022/15050). The Valuation Report obtained by the Company is accessible on Company's website at www.sjlogistics.co.in.

5. **Practicing Company Secretary's Certificate:**

   The certificate from Mr. Rushabh Doshi, Practicing Company Secretary (COP: 25328), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.sjlogistics.co.in.

6. **Amount which the Company intends to raise by way of such securities**

   The company intends to raise an amount not exceeding Rs. 42,38,00,000/- (Rupees Forty-Two Crores Thirty-Eight Lakhs Only through issue of Equity Shares.

7. **Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**
   None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Share.

8. **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**
   No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue of Equity Shares as mentioned above.

9. **Time frame within which the Preferential Issue shall be completed:**
   As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution.

   Provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

10. **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue**
    The Equity Shares are proposed to be allotted to Non-Promoter / Public Category and there is no change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares.

    The pre and post issue holding of the proposed allottees, class of allottee and ultimate beneficial owner's forms part of this Notice as **Annexure I (a)**.

11. **The Shareholding pattern of the Company before and after the Preferential Issue:**
    The shareholding pattern of the Company before and after considering the preferential issues considering both Warrants and Equity Shares forms part of this Notice as **Annexure II.**

12. **The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:**
    There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Allottees.

13. **The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:**

Sr. No	Names of the proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	Abakkus Venture Opportunities Fund	Non- Promoter	Non- Promoter
2	Deepali Daga	Non- Promoter	Non- Promoter
3	Charandeep Singh	Non- Promoter	Non-Promoter

14. **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**
    During the year, no new preferential allotment has been made to any person, except Conversion of Warrants issued and allotted to Promoter of the Company as of the date of this Notice.

    Details of Warrants converted
    The Board of Directors, at its meeting held on September 11, 2024, approved the issuance of 7,00,000 convertible warrants at ₹576 per warrant, aggregating to ₹40.32 crore, with 25% payable on allotment and the balance on conversion. Out of these, 1,70,000 warrants were converted into equity shares in earlier periods and 5,30,000 warrants remained outstanding as at March 31, 2026. During the current half year, all the remaining 5,30,000 warrants were converted into equity shares, and no convertible warrants remain outstanding as of September 30, 2026.

15. **Principal terms of assets charged as securities:**
    Not Applicable

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

17. Material terms of the proposed Preferential Issue of the Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolutions and explanatory note as set out at Item No. 1 of this Notice.

18. Lock-in-period:

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval as per the SEBI ICDR Regulations.

19. Listing

The Equity Shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20. Undertaking and other disclosures:

i. Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice and in point 14, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2026-27.

ii. Neither the Company nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

iii. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.

v. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

vi. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

vii. The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

viii. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

ix. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

x. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xi. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company but failed to exercise them.

xii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

xiii. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at **Item No.01** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the **Special Resolution** as set out in the Item No. 01 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 1** of this notice except and to the extent of their shareholding in the Company.

B. ISSUE OF 15,40,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY AND NON-PROMOTER/PUBLIC CATEGORY:

The Board of Directors of the Company in its meeting held on 06th November 2026, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue, Warrants upto **15,40,000 (Fifteen Lakhs Forty Thousand) Warrants** ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of Rs. 326/- (Rupees Three Hundred and Twenty-Six Only) per Warrant**,** each fully paid up at a premium of Rs. 316/- (Rupees Three Hundred and Sixteen only) each per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding Rs. 50,20,40,000/- (Rupees Fifty Crores Twenty-Lakhs and Forty Thousand Only) at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations to the following proposed allottees.

Sr. No	Names of the proposed Allottees	Category	No. of Warrants	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1	Jeet Rajen Shah	Promoter Group	4,00,000	13,04,00,000	326/-
2	Prashant Arvindlal Shah	Promoter Group	3,70,000	12,06,20,000	326/-
3	Pavan Prashantbhai Shah	Promoter Group	3,70,000	12,06,20,000	326/-
4	Siddhant Laxmikant Kabra	Non- Promoter	2,00,000	6,52,00,000	326/-
5	Celestial Tradechem Private Limited	Non- Promoter	2,00,000	6,52,00,000	326/-
TOTAL			**15,40,000**	**50,20,40,000**	

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 are as under:

1. **The objects of the preferential issue:**
   The Company proposes to utilise the proceeds of the Preferential Issue ("Issue Proceeds") towards the following objects:

   a. **Working Capital Requirements**
      The Company proposes to utilise an amount of up to ₹69,43,80,000 towards meeting the working capital requirements of the Company and/or its subsidiaries, including overseas subsidiaries, to support business growth and expansion of operations.

   b. **General Corporate Purposes (GCP)**
      The Company proposes to utilise an amount of up to ₹23,14,60,000 towards general corporate expenditure, business development, administrative expenses, business exigencies and other corporate requirements, as may be determined by the Board, subject to applicable laws.

Proposed Utilisation of Issue Proceeds

Particulars	Equity Shares	Warrants*	Total
Working Capital Requirements (75%)	31,78,50,000	37,65,30,000	69,43,80,000
General Corporate Purposes (25%)	10,59,50,000	12,55,10,000	23,14,60,000
Total	**42,38,00,000**	**50,20,40,000**	**92,58,40,000**

**Assuming full subscription and conversion of Warrants into Equity Shares within the stipulated period.*

The Issue Proceeds shall be utilised towards the respective objects within three months from the respective dates of receipt. Pending utilisation, the Issue Proceeds shall be maintained in a separate bank account.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

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

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs.100 Crores, our Company has not appointed any monitoring agency for this Issue.

2. Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued

Preferential issue of 15,40,000 (Fifteen Lakhs Forty Thousand) Warrants, each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash at an issue price of Rs. 326/- (Rupees Three Hundred Twenty Six Only) per Warrant**,** each fully paid up at a premium of Rs. 316/- (Rupees Three Hundred Sixteen only) each per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding **Rs. 50,20,40,000/- (Rupees Fifty Crores Twenty-Lakhs and Forty Thousand Only)** at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Friday, 06th November, 2026, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Monday, 07th December, 2026.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. **325.82** is determined and rounded off to **Rs. 326** as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at **Rs. 326/-** (Rupees Three Hundred and Twenty Six) per warrant which is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 325.82 per Equity Share

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 315.41 per Equity Share.

Since the Proposed Preferential Issue does not result in a change in control of the Company. However, since the proposed allotment meets the threshold prescribed under Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the company has obtained the valuation report dated 06th November 2026 issued by Mr. Rushabh Doshi, Registered Valuer (IBBI Registration No. IBBI/RV/03/2022/15050). The Valuation Report obtained by the Company is accessible on Company's website at www.sjlogistics.co.in.

5. **Practicing Company Secretary's Certificate:**
The certificate from Mr. Rushabh Doshi, Practicing Company Secretary (COP: 25328), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.sjlogistics.co.in.

6. **Amount which the Company intends to raise by way of such securities**
The company intends to raise an amount not exceeding Rs. **50,20,40,000/- (Rupees Fifty Crores Twenty-Lakhs and Forty Thousand Only)** through issue of Warrants.

7. **Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**
The Promoter Group of the Company intend to subscribe to Warrants pursuant to the Preferential Issue.

8. **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**
The Contribution of Promoter Group of the Company, amounting to Rs. **37,16,40,000** (Rupees Thirty Seven Crores Sixteen Lakhs Forty Thousand only) by issue of Warrants to following allottees:

Sr. No.	Name	Category	No of Warrants	Amount
1.	Jeet Rajen Shah	Promoter Group	4,00,000	13,04,00,000
2.	Prashant Arvindlal Shah	Promoter Group	3,70,000	12,06,20,000
3.	Pavan Prashantbhai Shah	Promoter Group	3,70,000	12,06,20,000
Total			**11,40,000**	**37,16,40,000**

9. **Time frame within which the Preferential Issue shall be completed:**
As required under the SEBI (ICDR) Regulations, Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution and in the future within 15 days of exercise of option for conversion of warrants into Equity Shares.

Provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

10. **Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue**
The Warrants convertible into equity shares are proposed to be allotted to Promoter Group and non-Promoter/Public Category and there is no change in control or management of the Company is contemplated consequent to the proposed preferential issue of Warrants.

The pre and post issue holding of the proposed allottees, class of allottee and ultimate beneficial owners forms part of this Notice as **Annexure I (b)**.

11. **The Shareholding pattern of the Company before and after the Preferential Issue:**
The shareholding pattern of the Company before and after considering the preferential issues considering both Warrants and Equity Shares forms part of this Notice as **Annexure II.**

12. **The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:**
There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Allottees.

13. **The current and proposed status of the allottee of warrant post the preferential issue namely, promoter or non-promoter investors:**

Sr. No	Names of the proposed Allottees	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	Jeet Rajen Shah	Promoter Group	Promoter Group
2	Prashant Arvindlal Shah	Promoter Group	Promoter Group
3	Pavan Prashantbhai Shah	Promoter Group	Promoter Group
4	Siddhant Laxmikant Kabra	Non- Promoter	Non- Promoter
5	Celestial Tradechem Private Limited	Non- Promoter	Non- Promoter

14. **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**
During the year, no new preferential allotment has been made to any person, except Conversion of Warrants issued and allotted to Promoter of the Company as of the date of this Notice.

Detail of warrant Conversion:
The Board of Directors, at its meeting held on September 11, 2024, approved the issuance of 7,00,000 convertible warrants at ₹576 per warrant, aggregating to ₹40.32 crore, with 25% payable on allotment and the balance on conversion. Out of these, 1,70,000 warrants were converted into equity shares in earlier periods and 5,30,000 warrants remained outstanding as at March 31, 2026. During the current half year, all the remaining 5,30,000 warrants were converted into equity shares, and no convertible warrants remain outstanding as of September 30, 2026.

15. **Principal terms of assets charged as securities:**
Not Applicable

16. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**
Not Applicable

17. **Material terms of the proposed Preferential Issue of the Warrants:**
The Warrants being issued, upon conversion shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Warrants are stipulated in the special resolutions and explanatory note as set out at Item No. 2 of this Notice.

18. **Lock-in-period:**
The Warrants allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment as per the SEBI ICDR Regulations.

19. **Listing**
The Warrants proposed to be issued under this preferential issue will be listed on the Stock Exchange (pursuant to conversion into Equity Shares) at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20. <u>Undertaking and other disclosures:</u>

i. Save and except for the preferential issue proposed to be undertaken pursuant to the resolution set out in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the financial year 2026–27.

ii. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

iii. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee.

v. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

vi. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

vii. The proposed allottees of Warrants has not sold or transferred any Equity Shares during 90 trading days prior to the relevant date.

viii. The Company shall re-compute the price of the Warrants to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

ix. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

x. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xi. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

xii. The issue of Equity Shares after conversion shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

xiii. The Equity Shares being issued after the conversion of Warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

Accordingly, the approval of the Members of the Company is hereby sought by way of **Special Resolution** for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible Warrants as specifically described in the resolutions set out at **Item No.02** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the **Special Resolution** as set out in the Item No.: 02 in the accompanying notice for approval by the Members.

Except Mr. Rajen Hasmukhlal Shah, Mr. Jeet Rajen Shah, Prashant Arvindlal Shah and their relatives, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 2** of this notice except and to the extent of their shareholding in the Company.

Annexure I – (a)

Details of the Proposed Allotee (Equity Shares)

Sr No.	Name of the Proposed Allottee	Category (Promoter / Promoter Group and Non-Promoter/ Public)	No. of Equity Shares	Pre-Issue Shareholding		Post-Issue Shareholding*		Ultimate Beneficial Owners
				No. of Shares	% of Total Equity Capital	No. of Shares	% of Total Equity Capital	
1	Abakkus Venture Opportunities Fund	Non- Promoter	10,00,000	-	-	10,00,000	5.36	@
2	Deepali Daga	Non- Promoter	2,00,000	-	-	2,00,000	1.07	NA
3	Charandeep Singh	Non- Promoter	1,00,000	-	-	1,00,000	0.54	NA
Total			**13,00,000**	-	-	**13,00,000**	**6.97**	

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

@ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

No investor/contributor (individual and non-individual), directly or indirectly who ultimately own 10% or more beneficial interest/ ownership/rights in the Proposed allottees as on date.

Annexure I – (b)

Details of the Proposed Allottee (Warrants)

Sr No.	Name of the Proposed Allottee	Category (Promoter / Promoter Group and Non-Promoter/ Public)	No. of Warrants convertible to Equity Shares	Pre-Issue Shareholding		Post-Issue Shareholding*		Ultimate Beneficial Owners
				No. of Shares	% of Total Equity Capital	No. of Shares	% of Total Equity Capital	
1	Jeet Rajen Shah	Promoter Group	4,00,000	390,060	2.47	7,90,060	4.23	NA
2	Prashant Arvindlal Shah	Promoter Group	3,70,000	51,000	0.32	4,21,000	2.26	NA
3	Pavan Prashantbhai Shah	Promoter Group	3,70,000	-	-	3,70,000	1.98	NA
4	Siddhant Laxmikant Kabra	Non- Promoter	2,00,000	6,500	0.04	2,06,500	1.11	NA
5	Celestial Tradechem Private Limited	Non- Promoter	2,00,000	-	-	2,00,000	1.07	@
Total			**15,40,000**	**4,47,560**	**2.83**	**19,87,560**	**10.65**	

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

@ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

No investor/contributor (individual and non-individual), directly or indirectly who ultimately own 10% or more beneficial interest/ ownership/rights in the Proposed allottees as on date.

Annexure II

Pre and Post Issue Shareholding pattern of the Company*

Sr. No.	Category of Shareholder(s)	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1	Indian				
	a) Individual	8091740	51.14	9231740	49.47
	b) Others (Body Corporate)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	**8091740**	**51.14**	**9231740**	**49.47**
B	Non-Promoters / Public Holding				
1	Institutional Investors				
	a) Mutual Funds	-	-	-	-
	b) Alternate Investment Funds	120000	0.76	1120000	6.00
	c) Foreign Portfolio Investors / foreign body corporate	500	0.00	500	0.00
	d)Financial Institutions/ Banks	-	-	-	-
	e) Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	**120500**	**0.76**	**1120500**	**6.00**
2	Central Government/ State Government	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
	a) Individuals				
	i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	3712501	23.46	3706001	19.86
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	2770330	17.51	3276830	17.56
	b) NBFCs registered with RBI	-	-	-	-
	c) Any other, specify				
	i) Foreign Companies	-	-	-	-
	ii) Hindu Undivided Family	254261	1.61	254261	1.36
	iii) Non-Resident Indians	199000	1.26	199000	1.07
	iv) Clearing Member	3000	0.02	3000	0.02
	v) Firms	235000	1.49	235000	1.26
	vi) Trusts	-	-	-	-
	vii) Body Corporate	436798	2.76	636798	3.41
	Sub-Total (B)(3)	**7610890**	**48.10**	**8310890**	**44.53**
	Total Public Shareholding (B)	**7731390**	**48.86**	**9431390**	**50.53**
	Total (A)+(B)	**15823130**	**100**	**18663130**	**100.00**

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

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