

INDSOYA LIMITED

Regd. Off: 1111-A Raheja Chambers, 213, Nariman Point, Mumbai – 400021

Tel No.: (022) 22852796-97-99, E-mail: info@indsoya.com

website: www.indsoya.com

CIN: L67120MH1980PLC023332

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

(Read with Rule 22 of the Companies (Management and Administration) rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re- enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Ordinary Resolutions by way of Postal Ballot (remote e- voting).

The proposed resolutions along with the explanatory statement setting out the material facts thereto are given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed M/s. Martinho Ferrao & Associates, Practising Company Secretaries, having Membership No. 6221 and C.P. No. 5676 at Mumbai, to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited to enable the Members to cast their votes electronically.

The remote e-voting period commences from IST 09.00 AM on Friday 06th August, 2021 and ends at IST 05.00 PM on Saturday, 04th September, 2021. The Scrutinizer will submit its report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before IST 05.00 PM on Monday, 06th September, 2021. The said results alongwith the Scrutinizer's Report will be displayed at BSE Limited and will be submitted to DSE ESTATES LIMITED (Formerly known as Delhi Stock Exchange Limited), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <http://www.indsoya.com/> and on the website of Central Depository Services (India) Limited's website <https://www.evotingindia.com/>.

SPECIAL BUSINESSES:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES HAVING THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 5/- PER SHARE:

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 2 (Two) equity shares having a face value of Rs. 05/- (Rupees Five only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as "Record Date").

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1(One) equity share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 2 (Two) equity shares having a face value of Rs. 05/- (Rupees Five only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share

certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions."

ITEM NO. 2: ALTERATION OF "CLAUSE V" CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company is hereby accorded to substitute the existing 'Clause V' of the Memorandum of Association of the Company relating to Capital by substituting with the following:

" V. The Authorised Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 10,00,000 (Ten Lakhs) Equity Shares having face value of Rs. 05/- (Rupees Five) each with power to increase, reduce or reorganize the same in accordance with the provisions of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

For **Indsoya Limited**



Kailash Dawda

Director

DIN: 01744419

Place: Mumbai

Date: 31st July, 2021

NOTES FOR MEMBER'S ATTENTION:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs ("MCA").
3. On account of the threat posed by COVID-19 and in line with the MCA circular and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, Members can vote only through the remote e- voting process.
4. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. 30th July, 2021 ("Cut Off date") only shall be entitled to avail the facility of e-voting.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
6. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
7. Members may please note that the Notice will also be available on the Company's website at <http://www.indsoya.com/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, also be intimated to DSE ESTATES LIMITED (Formerly known as Delhi Stock Exchange Limited) and on the website of the e-voting agency- Central Depository Services (India) Limited at <https://www.evotingindia.com/>
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically, instead of submitting the postal ballot form, and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited.

9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e- voting" in this Notice. Members are requested to cast their vote through the e-voting process not later than IST 05:00 P.M. on Saturday 04th September, 2021, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
10. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on above referred Cut- Off date.
11. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e., 04th September, 2021.
12. All the material documents referred to in the Notice and Explanatory Statement will be open for inspection electronically from the date of circulation of this Notice until the last date specified for the receipt of votes through e-voting. Members seeking to inspect can send an e-mail to Company at kc dawda@gmail.com.
13. The Scrutinizer's decision on the validity of e-voting shall be final.
14. The remote e-voting period commences from IST 09.00 A.M. on Friday, 06th August, 2021 and ends at IST 05.00 P.M. on Saturday, 04th September, 2021. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before Monday, 06th September, 2021 and will also be displayed on the website of the Company (www.indsoya.com), besides being communicated to the Stock Exchanges, where Equity Shares of the Company are listed and Registrar and Share Transfer Agent of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING.

- (i) The voting period begins on IST 09.00 A.M. on Friday, 06th August, 2021 and ends at IST 05.00 P.M. on Saturday, 04th September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been

observed that the participation by the public non-institutional shareholders/retail shareholders 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.

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.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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

	<p>successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; _____ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 **Company (kcdawda@gmail.com) /RTA (rnt.helpdesk@linkintime.co.in) email id.**

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company (kcdawda@gmail.com) /RTA (rnt.helpdesk@linkintime.co.in) email id.**

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

ITEM 1 & 2:

The Equity Shares of your Company are listed on BSE Ltd and DSE ESTATES LIMITED (Formerly known as Delhi Stock Exchange Limited).

The Company with a view to encourage wider participation of small investors and to enhance the liquidity of the Equity Shares at the Stock Market, the Board of Directors at its meeting held on 22nd April, 2021 has considered and recommended the subdivision of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 02 (Two) Equity Shares of the Company of face value of Rs. 05/- (Rupees Five only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 Equity Shares of Rs. 10/- each and the paid-up share capital of the Company is Rs. 20,00,000/- divided into 2,00,000 Equity Shares of Rs. 10/- each fully paid-up.

The proposed subdivision of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company. The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs 10 (Rupees Ten only) each to proposed Rs. 05/- (Rupees Five only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company or stock options granted, if any.

The Board recommends the resolution set forth in Item no. 1 and 2 for the approval of the members as an Ordinary Resolution.

For Indsoya Limited


Kailash Dawda

Director

DIN: 01744419

Place: Mumbai

Date: 31st July, 2021