

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**  
**OF DIVYASHAKTI GRANITES LIMITED**

*Regd. Office: 7-1-58 Divyashakti Apartments, Ameerpet,  
Hyderabad – 500016, Telangana*  
*Telephone: 91-40-23730240, Fax No. +91-40-23730013,*  
*Website: [www.divyashakti.com](http://www.divyashakti.com), Email: [info@divyashakti.com](mailto:info@divyashakti.com),*  
*CIN: L99999TG1991PLC012764*

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIVYASHAKTI GRANITES LIMITED (CIN: L99999TG1991PLC012764) WILL BE HELD ON FRIDAY THE 12<sup>TH</sup> DAY OF NOVEMBER, 2021 AT 11.00 A.M THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING ITEMS OF BUSINESS.**

*The proceedings of the Extra Ordinary General Meeting (“EGM”) shall be deemed to be conducted at the Registered Office of the Company at 7-1-58 Divyashakti Apartments, Ameerpet, Hyderabad – 500016, Telangana.*

**SPECIAL BUSINESS:**

**1. To consider and approve the Change in the name of the company:**

*To consider & if thought fit, to pass the following resolution as Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13(2), and 14 of the Companies Act, 2013 (including any statutory modifications or re –enactment thereof, for the company for the time being in force) and all the other application provisions ,if any,of the Companies Act,2013 and the Companies (Incorporation)Rules,2014 and Regulations 45 of SEBI (Listing Obligations and Disclosures Requirements)Reglulations,2015 and subject to approval of the Central Government (power delegated to Registrar of Companies)and any other Regulatory Authorities as may be necessary, the consent of the members be and is hereby accorded to change the name of the company from “Divyashakti Granites Limited” to “Divyashakti Limited.”

**“FURTHER RESOLVED THAT** Sri N. Hari Hara Prasad, Managing Director of the Company, be and is hereby authorized on behalf of the Company to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, forms as are necessary or expedient for the purpose of giving effect to the aforesaid resolution.”

**“FURTHER RESOLVED THAT** any Director or the Company Secretary of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies)”.

**2. Alteration in the Memorandum of Association of the Company**

*To consider & if thought fit, to pass the following resolution as Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s) , rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause I i.e. Name Clause of the Memorandum of Association of the Company, by substituting the same with the following:

1. The Name of the Company is **Divyashakti Limited**.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for the amendment, modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows

- a) The heading of Clause III(A) “Main Objects of the Company to be pursued by the Company on its incorporation” be changed to “Objects to be pursued by the Company on its incorporation”;
- b) The heading of Clause III(B) “Objects incidental or ancillary to the attachment of the main objects” be changed to “Matters which are necessary for furtherance of the Objects specified In Clause III(A)”;
- c) All clauses under heading Clause III(C) “Other objects” be deleted and added to Clause III(B) - Matters which are necessary for furtherance of the Objects specified In Clause III(A);
- d) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), the draft clauses contained in the Memorandum of Association as per new format based on the Format of Table A under the Companies Act, 2013, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association as new set of Memorandum of Association of the Company with immediate effect.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution as may be required by the Registrar of Companies and all other Regulatory/Statutory Authorities.”

### **3. Alteration in the Articles of Association of the Company**

*To consider & if thought fit, to pass the following resolution as Special Resolution:*

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions in this regard consent of the Board be and is hereby accorded to approve, alter and adopt new set of Articles of Association based on the Form of Table F in accordance with provisions of the Companies Act, 2013 and all amendments thereto in substitution and to the entire exclusion of the existing Articles of Association of the Company with immediate effect.

**RESOLVED FURTHER THAT** consent of the members be and is hereby also accorded to alter the reference of name of the Company appearing in the Articles of Association of the Company so adopted with new name i.e. 'Divyashakti Limited', subject to the approval of the shareholders at the General Meeting and other necessary approvals, if any.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the effective implementation of the above resolution as may be required by the Registrar of Companies and all other Regulatory/Statutory Authorities."

*For and on behalf of the Board*  
SD/-

**N. HARI HARA PRASAD**  
**Managing Director**  
**DIN: 00354715**

**Place: Hyderabad,**  
**Date: 18<sup>th</sup> October, 2021.**

### **NOTES**

- 1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 10/2021 dated 23.06.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the EGM shall be deemed to be conducted at the Registered Office of the Company.*
- 2. 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 proposed to be held pursuant to the said MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.*
- 3. Statement as required under Section 102(1) of the Companies Act, 2013, in respect of items of special business is annexed hereto.*
- 4. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.*
- 5. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.*
- 6. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website [www.divyashakti.com](http://www.divyashakti.com). All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [info@divyashakti.com](mailto:info@divyashakti.com).*

*To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.*

- 7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.*
- 8. Since the EGM will be held through VC/OAVM, the route map is not annexed to the notice.*

9. *Members seeking any information or clarification are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.*
10. *Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated.*

#### **11. E-VOTING:**

- i. *As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through videoconferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.*
- ii. *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 mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.*
- iii. *The Members can join the EGM in the VC/OAVM mode 30 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.*
- iv. *The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.*
- v. *Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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.*
- vi. *The EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.*

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

The remote e-voting period begins on Monday, 8th November, 2021 at 09:00 A.M. and ends on Thursday, 11th November, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [pjagan123@gmail.com](mailto:pjagan123@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING ON 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the Company Secretary at [info@divyashakti.com](mailto:info@divyashakti.com)
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), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company Secretary at [info@divyashakti.com](mailto:info@divyashakti.com)
3. The Company officials shall co-ordinate with NSDL and provide the login credentials to the above-mentioned shareholders.
4. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM:**

1. Shareholder will be provided facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same on Friday, 12 November, 2021 at 11.00 am through the NSDL e-voting system at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Shareholders are advised to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from October 27, 2021 (9.00 a.m IST) to November 7, 2021 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at [info@divyashakti.com](mailto:info@divyashakti.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance, i.e., from October 27, 2021 (9.00 a.m IST) to November 7, 2021 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at [info@divyashakti.com](mailto:info@divyashakti.com). These queries will be replied suitably by the Company vide email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the EGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM:**

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 shareholders, who are present in the EGM 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 available during the EGM.

3. *If any votes are cast by the shareholders through the e-voting available during the EGM and If the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.*
4. *Shareholders who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.*

**General Instructions:**

- a. *The e-voting period commences on November 8, 2021 (9.00 a.m.) and ends on November 11, 2021 (5.00 p.m.) During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 5, 2021, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*
- b. *Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 5, 2021 and not casting their vote electronically, may only cast their vote through ballot enclosed and send to Mr. Puttaparthi Jagannatham, Advocate, who has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.*
- c. *The Scrutinizer shall, within a period of not exceeding 48 hours from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.*
- d. *The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on November 5, 2021. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.divyashakti.com](http://www.divyashakti.com) and on the website of NSDL within two days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company on Friday, November 12, 2021 and communicated to the BSE Ltd.*

**Explanatory Statements pursuant to section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice**

**Item No.1:**

The Board Directors of the Company Vide Circular Resolution dt 07.10.2021, has subject to the approval of the Shareholders of the Company by way of special resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change of the name of the company from "Divyashakti Granites Limited" to "Divyashakti Limited" along with the consequent amendment to the Memorandum of Association and Articles of Association of the Company as the board consider the same as an auspicious name for the Company.

The Directors believe that the proposed change in the name of the company which is being undertaken as part of corporate rebranding that the name of the company be simple, sharp, and focused. The name Divyashakti Limited has been duly approved and made available for altering the name by the Registrar of Companies, Central Registration Centre (CRC) Ministry of Corporate Affairs vide its name approval letter dated 28.09.2021 which is valid for 60 days. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing share certificates bearing the current name of the Company will, after the change of name continue to be valid for all the provisions.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in Item No. 1 for your approval

Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

### **Item No.2:**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging and retaining the Objects under Clause III (C) – “The Other Objects are” with Clause III (B) – “The Objects Incidental or Ancillary to the attainment of the Main Objects are” to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.

The Board Directors of the Company Vide Circular Resolution dt 14.10.2021, has approved the alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company’s website [https://www.divyashakti.com/wp-content/uploads/2021/10/Memorandum of Association.pdf](https://www.divyashakti.com/wp-content/uploads/2021/10/Memorandum_of_Association.pdf) for perusal by the Members.

Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

### **Item No.3:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. On 12 September, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on “Table-F” of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board Directors of the Company Vide Circular Resolution dt 14.10.2021, has approved the alteration of the AOA of the Company and recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Company’s website [https://www.divyashakti.com/wp-content/uploads/2021/10/Articles of Association.pdf](https://www.divyashakti.com/wp-content/uploads/2021/10/Articles_of_Association.pdf) for perusal by the Members.

Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company

*For and on behalf of the Board*  
*SD/-*  
*N. HARI HARA PRASAD*  
*Managing Director*  
*DIN: 00354715*

*Place: Hyderabad,*  
*Date: 18<sup>th</sup> October, 2021.*