# DIVYASHAKTI LIMITED

***CIN: L99999TG1991PLC012764***
***Regd. Office: 7-1-58, Divyashakti Apartments, Ameerpet,***
***Hyderabad – 500016, Telangana, India.***
***Telephone: 91-40-23730240, Fax No. +91-40-23730013,***

***Website: www.divyashakti.com, Email: info@divyashakti.com,***

## NOTICE

***NOTICE*** *is hereby given that the* ***Thirty-Fifth (35th) Annual General Meeting ("AGM")*** *of the Members of Divyashakti Limited will be held on* ***Monday, 28th September 2026 at 11.00 a.m. (IST)*** *through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following businesses.*

*The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at 7-1-58, Divyashakti Apartments, Ameerpet, Hyderabad – 500016, Telangana, India.*

***ORDINARY BUSINESS:***

1. ***To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon****.*

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

   ***"RESOLVED THAT*** *the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."*

2. ***To declare a dividend on the equity shares of the Company for the financial year ended 31st March, 2026.***

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

   ***"RESOLVED THAT*** *as recommended by the Board of Directors, a final dividend of* ***₹1.00 per fully paid-up equity share of face value ₹10 each, i.e., 10%, for the financial year 2025-26****, be and is hereby declared and paid to the Members entitled thereto."*

3. *Re-appointment of Smt Anuradha Anne (DIN No.02802437) who retires by rotation, as a director and in this regard, to consider and if thought fit, to pass the following resolution as an* ***Ordinary Resolution:***

   ***"RESOLVED THAT*** *pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt Anuradha Anne (DIN No.02802437), Director who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

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***SPECIAL BUSINESS:***

***4. To approve material related party transactions:***

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

*"**RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and pursuant to the Company's Policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into related party transactions with the related parties specified below during the financial year 2026-27, in the ordinary course of business and on an arm's length basis, up to the respective aggregate maximum values specified against each related party:"*

| ***Nature of Transactions as per section 188 of the Companies Act, 2013*** | ***Name of the Director/KMP who is related and nature of their relationship*** | ***Name of the Related Party Companies*** | ***Amount (₹in Crores)*** |
|---|---|---|---|
| *Export/Sale, Purchase, Supply, Availing/Rendering of Services, as applicable* | *Sri N. Hari Hara Prasad – Managing Director – his relatives are partners in the aforesaid partnership firms.* | *Cosmos Granite (West)*<br>*Cosmos Granite (South East)*<br>*Cosmos Granite (South West)* | *30.00*<br>*45.00*<br>*5.00* |

*"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including delegation of such authority to any Director, Key Managerial Personnel or officer of the Company, and to settle any questions, difficulties or doubts that may arise in this regard."*

***For and on behalf of the Board***

***SD/-***
***N. Hari Hara Prasad***
***Managing Director***
***DIN: 00354715***

***Place: Hyderabad,***
***Date: 08.08.2026***

## ***N O T E***

1. *The Ministry of Corporate Affairs* ***("MCA")*** *has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (**collectively referred to as "MCA Circulars**"), permitted convening the Annual General Meeting ("AGM") through Video Conferencing **("VC")** or Other Audio Visual Means (**"OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with*

*Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015* ***("Listing Regulations")****, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.*

2. *Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on his/her behalf, and such proxy need not be a Member of the Company. However, as this AGM is being held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM, and therefore, the Proxy Form, Attendance Slip and Route Map of the venue of the AGM are not annexed to this Notice.*

3. *The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts relating to the Special Business to be transacted at this Annual General Meeting ("AGM"), is annexed hereto. Additional information, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, is also provided.*

4. *Updation of Bank Account and Other Details: Members holding shares in dematerialized form are requested to intimate any change in their bank account details, address, email ID, ECS mandate, or other relevant particulars to their respective Depository Participant(s) (DPs), where they maintain their demat accounts.*

   *Members holding shares in physical form are requested to intimate any change in their bank account details by submitting a request, along with a photocopy of a cancelled cheque bearing their name, to the Company's Registrar and Share Transfer Agent (RTA), M/s. Venture Capital and Corporate Investments Pvt. Ltd., at the following address:*

   *M/s. Venture Capital and Corporate Investments Pvt. Ltd. "AURUM" D. No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave, Phase-II,*
   *Gachibowli, Hyderabad – 500 032, Telangana, India. Members are requested to keep their bank account particulars and other contact details updated to facilitate timely receipt of dividend and other communications from the Company.*

5. *Members may note that, in terms of the applicable SEBI requirements, requests for transfer of securities shall be processed only in dematerialised form, except in cases permitted under applicable law. Further, securities issued pursuant to specified investor service requests, including transmission, transposition, issue of duplicate securities certificates, consolidation, sub-division, renewal, exchange and endorsement, shall be issued in dematerialised form in accordance with the applicable SEBI circulars.*

6. *Members holding shares in the same name under different ledger folios are requested to apply for the consolidation of such folios into a single folio. Shareholders should submit the relevant share certificates to the Company's Registrar and Transfer Agent (RTA) or the Company for processing.*

7. *Corporate/Institutional Members intending to authorise their representative pursuant to Section 113 of the Companies Act, 2013 to attend and vote at the AGM are requested to submit a certified copy of the relevant Board Resolution/Authority Letter authorising such representative to attend and vote on their behalf.*

8. *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 a 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.*

9. *The Register of Members and Share Transfer Books of the Company will remain closed from **22nd September 2026 to 28th September 2026 (both days inclusive**), for the purpose of determining the eligibility of members to receive the final dividend on equity shares, if declared at the Annual General Meeting*

10. *The Board of Directors has recommended a final dividend of ₹1.00 per equity share of face value ₹10.00 each (i.e., 10%). Subject to the approval of the shareholders at the ensuing Annual General Meeting, the dividend will be paid to Members whose names appear in the Register of Members of the Company as on 22nd September 2026, in respect of shares held in physical form and Members whose names appear as beneficial owners in the records of the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 22nd September 2026, in respect of shares held in dematerialised form.*

11. *In compliance with the applicable MCA Circulars and Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Notice of the 35th Annual General Meeting ("AGM") along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") or their respective Depository Participants/Depositories.*

    *Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2025-26 is available, is being sent to those Members whose e-mail addresses are not registered with the Company, the RTA or their respective Depository Participants/Depositories.*

    *Members may note that the Notice of the AGM and the Annual Report for the financial year 2025-26 will also be available on the Company's website at www.divyashakti.com, on the website of BSE Limited at www.bseindia.com, and on the website of the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Private Limited (VCCIPL), at* www.vccipl.com.

12. *Members attending the Annual General Meeting ("AGM") through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*

13. *Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the requisite particulars of the Directors seeking appointment/re-appointment at the AGM form part of this Notice. The concerned Directors have furnished the requisite consent(s), declaration(s) and confirmation(s), as applicable, for their appointment/re-appointment.*

14. ***Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):***

*Members are requested to note that dividends which remain unpaid or unclaimed for a period of seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013.*

*Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), all shares in respect of which dividends have remained unpaid or unclaimed for seven consecutive years or more shall be transferred by the Company to the demat account of the Investor Education and Protection Fund Authority, as notified by the Ministry of Corporate Affairs.*

*Members/claimants whose unclaimed dividends and/or shares have been transferred to the Investor Education and Protection Fund ("IEPF") may claim the same from the IEPF Authority by submitting an online application in Form IEPF-5, available on the IEPF website at www.iepf.gov.in. The claimant is required to send the duly signed physical copy of Form IEPF-5, along with the requisite documents, to the Company for verification, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.*

*Members who have not yet encashed or claimed dividends for the financial years which have not yet become due for transfer to the Investor Education and Protection Fund are requested to lodge their claims with the Company's Registrar and Share Transfer Agent without delay. Members are also encouraged to register their bank account details with their respective Depository Participants (in respect of shares held in dematerialised form) or with the Company's Registrar and Share Transfer Agent (in respect of shares held in physical form), so that future dividend payments, if any, are credited directly to their bank accounts through electronic mode.*

*Members may note that, upon transfer of the unpaid or unclaimed dividend to the IEPF, no claim shall lie against the Company in respect of such amount. It may further be noted that the unpaid and unclaimed dividend pertaining to the financial year ended March 31, 2018, and all earlier years, has already been transferred to the IEPF in accordance with the provisions of the Companies Act, 2013 and the IEPF Rules. Members requiring any assistance in claiming their unpaid or unclaimed dividends or shares may contact the Company's Registrar and Share Transfer Agent or the Company.*

15. *Members seeking any information or clarification regarding the accounts or any other matter to be placed before the meeting are requested to submit their queries to the Company in writing at least one week prior to the date of the Annual General Meeting. The Company will endeavour to provide responses to such written queries at the meeting*

16. ***E-VOTING:***

i. *The Resolutions as set out in the Notice may be transacted through electronic voting system, and the Company is pleased to provide its members with the facility to cast their votes by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the*

*Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meetings, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company is pleased to offer the facility of voting through electronic means.*

*The facility for casting votes by members through electronic means (remote e-voting) shall be provided by National Securities Depository Limited ("NSDL").*

ii. *Members can join the AGM through the VC/OAVM facility 30 minutes prior to the commencement of the AGM, i.e., at 10:30 A.M., and up to the conclusion of the Meeting, by following the procedure mentioned in this Notice. The facility for participation through VC/OAVM shall be made available to at least 1,000 members on a first-come, first-served basis. However, the restriction of first-come, first-served basis shall not apply to 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, and other eligible persons, who shall be allowed to attend the AGM without any such restriction.*

iii. *Members attending the AGM through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Companies Act, 2013 Act.*

*17.* **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Thursday, 24th September 2026, at 09:00 A.M. and ends on Sunday, 27th September 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

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

**Step 1: Log in to the NSDL e-Voting system at** https://www.evoting.nsdl.com/

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

**Details on Step 1 is mentioned below:**

**How to log in to the 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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<br>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<br>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<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details 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.
   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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**Details on Step 2 is given below:**

**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 with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Logins 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 to 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 toll-free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

***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 info@divyashakti.com.*

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 info@divyashakti.com*

3. *Alternatively, shareholder/ member may send an e-mail request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.*

***INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:***

1. *Shareholders will be provided with the facility to attend the AGM through VC/OAVM using the NSDL e-Voting system. Shareholders may access the same on* ***Monday, 28th September 2026, at 11:00 a.m.*** *through the NSDL e-Voting system at https://www.evoting.nsdl.com by selecting the Shareholders/Members login option and using their remote e-Voting credentials. The link for joining the AGM through VC/OAVM will be available under the Shareholders/Members login, where the EVEN of the Company will be displayed. Members who do not have their User ID and Password for e-Voting, or who have forgotten their User ID and Password, may retrieve the same by following the remote e-Voting instructions provided in the Notice to avoid any last-minute inconvenience. Members may also use the OTP-based login facility for accessing the NSDL e-Voting system.*

2. *Shareholders are advised to join the Meeting through Laptops / IPads for better experience.*

3. *Further, shareholders are requested to enable their camera and use a stable, high-speed internet connection to avoid any disruption during the Meeting.*

4. *Please note that participants connecting through mobile devices, tablets, or laptops using mobile hotspots may experience audio/video disruptions due to fluctuations in their respective networks. Therefore, shareholders are advised to use a stable Wi-Fi or LAN connection to avoid any such technical glitches.*

5. *Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address, mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number, to info@divyashakti.com* ***on or before Tuesday, 22nd September 2026.***

6. *Those Members who have registered themselves as a speaker and receive a confirmation from the Company will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.*

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

1. *The procedure for e-Voting during the AGM shall be the same as the procedure specified above for remote e-Voting.*

2. *Only those shareholders who are present at the AGM through the VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting, and are otherwise not debarred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.*

3. *If any votes are cast through the e-Voting system available during the AGM by shareholders who have not attended the Meeting through the VC/OAVM facility, such votes shall be treated as invalid, as the facility for e-Voting during the AGM is available only to shareholders attending the Meeting*

4. *Shareholders who have cast their votes through remote e-Voting prior to the AGM shall be eligible to attend the AGM through the VC/OAVM facility. However, they shall not be entitled to vote again during the AGM.*

***TDS on Dividend:***

*Dividend income is taxable in the hands of Members w.e.f. April 01, 2020, in accordance with Finance Act, 2020, and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 ('IT Act').*
*Members are requested to update their Residential Status, PAN details and Category with*
*i) the DP (if shares are held in electronic form) or*
*ii) the Company/RTA (if shares are held in physical form)*
*Resident Individual may send the documents to info@vccipl.com / info@vccilindia.com or* info@divyashakti.com.

*A Resident Individual shareholder having a valid PAN and who is not liable to pay income tax may submit a yearly declaration in Form 121 (erstwhile Form No. 15G or Form No. 15H, as applicable) to avail the benefit of non-deduction of tax at source on dividend income.*
*The declaration, duly completed and signed, should be submitted to the Company/RTA through the prescribed mode of communication mentioned in this Notice.*
*Shareholders are requested to note that if their PAN is not registered with the Company/RTA or Depository Participant, as applicable, tax shall be deducted at the higher rate of 20% in accordance with the applicable provisions of the Income Tax Act, 2025.*

*Non-Resident shareholders, who are eligible to avail beneficial tax rates under the applicable tax treaty between India and their country of tax residence, are required to submit the following documents:*
*i. Declaration of No Permanent Establishment in India;*
*ii. Beneficial Ownership Declaration;*
*iii. Tax Residency Certificate issued by the tax authorities of the country of residence;*
*iv. Copy of electronically filed Form 41 (erstwhile Form 10F); and*
*v. Any other document as may be required to avail the applicable tax treaty benefits.*

*The submission of the aforesaid documents is subject to verification by the Company for determining the appropriate withholding tax rate applicable to the shareholder.*

*The aforesaid declarations and documents need to be submitted by the shareholders by* ***5:00 PM IST on or before 20th September, 2026.***

***Links for Form 121 & Form 41:***

**https://www.divyashakti.com/wp-content/uploads/2020/06/Form_121.pdf**
**https://www.divyashakti.com/wp-content/uploads/2020/06/Form_41.pdf**

**DIVYASHAKTI LIMITED**
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***General Instructions:***

a. *The remote e-voting facility will be available from **9:00 A.M. (IST) on Thursday, 24th September, 2026, and will remain open until 5:00 P.M. (IST) on Sunday, 27th September, 2026**. Members holding shares in either physical or dematerialized form as on the **cut-off date, 21st September, 2026**, shall be entitled to cast their votes electronically during this period. The remote e-voting facility will be disabled by NSDL after **5:00 P.M. (IST) on Sunday, 27th September, 2026**, and no remote votes will be accepted thereafter. Once a member has cast his/her vote on a resolution through remote e-voting, such vote cannot be changed subsequently.*

b. *Members holding shares in either physical or dematerialized form as on the **cut-off date, 21st September, 2026**, who have not cast their votes through remote e-voting prior to the AGM and who are otherwise eligible to vote, shall be entitled to cast their votes through the **e-voting facility made available during the AGM**. Members who have already cast their votes through remote e-voting may attend the AGM but shall not be entitled to vote again.*

c. *The Board of Directors has appointed Mr. Puttaparthi Jagannatham, Advocate as the Scrutiniser to scrutinise the remote e-voting process before the AGM as well as e-voting during the AGM in a fair and transparent manner.*

*The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting, including votes cast before the AGM and votes cast during the AGM. The Scrutinizer shall then prepare a consolidated Scrutinizer's Report showing the total votes cast in favour of and against each resolution, if any, and submit the same to the Chairman or any person authorized by him.*

*The results will be declared within timelines stipulated under Regulation 44 of the SEBI Listing Regulations read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended,*

d. *The results, along with the Scrutinizer's Report, shall be placed on the Company's website www.divyashakti.com and on the website of NSDL at www.evoting.nsdl.com. The same shall also be disseminated to the stock exchange where the Company's equity shares are listed, i.e., BSE Limited.*

**DIVYASHAKTI LIMITED**
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***THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013***

***ITEM NO.4:***

*Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders, irrespective of whether such transactions are in the ordinary course of business and/or on an arm's length basis. Further, the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 shall apply to transactions falling within the scope thereof.*

*In accordance with Regulation 23 of the SEBI Listing Regulations, a related party transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceeds the applicable materiality threshold prescribed under the SEBI Listing Regulations, based on the latest audited financial statements of the Company.*

*Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the following related party transactions, which are proposed to be undertaken in the ordinary course of business and on an arm's length basis, but may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, prior approval of the shareholders is being sought for the said transactions.*

*Disclosures pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the applicable requirements of the SEBI Listing Regulations are set out below:*

*Name of the Related Parties:*

*Cosmos Granite (West)*
*Cosmos Granite (South East)*
*Cosmos Granite (South West)*

*Name of the Related Director/KMP and Nature of Relationship: Sri N. Hari Hara Prasad, Managing Director. His relatives are partners in the aforementioned partnership firms.*

*Nature of Relationship: The aforementioned entities are related parties of the Company in terms of the applicable provisions of Section 2(76) of the Companies Act, 2013 and the SEBI Listing Regulations.*

***Nature, Material Terms, Monetary Value and Particulars of Transactions:***

| ***Name of Related Party*** | ***Nature of Transaction*** | ***Description of Goods/Services*** | ***Period*** | ***Proposed Maximum Annual Value (₹ in Crores)*** |
|---|---|---|---|---|
| *Cosmos Granite (West)* | *Export/Sale, Purchase, Supply, Availing/Rendering of Services, as applicable* | *Polished Granite Slabs, Engineered Stone Slabs and related goods/services, as applicable* | *FY 2026-27* | *30.00* |
| *Cosmos Granite (South East)* | *Same as above* | *Same as above* | *FY 2026-27* | *45.00* |

| | | | | |
|---|---|---|---|---|
| *Cosmos Granite (South West)* | *Same as above* | *Same as above* | *FY 2026-27* | *5.00* |

*The proposed transactions are in the nature of regular business transactions and are intended to facilitate the business operations of the Company. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis, on commercial terms determined in accordance with the Company's applicable policies and practices and subject to the requisite approvals under applicable law.*

*The Audit Committee, after reviewing the nature, terms, value and other relevant particulars of the proposed transactions, has recommended the same for approval. The Board of Directors, based on the recommendation of the Audit Committee, considers the proposed transactions to be in the interest of the Company and its Members.*

*Pursuant to Regulation 23 of the SEBI Listing Regulations, all related parties of the Company shall not vote to approve the resolution set out at Item No. 4, whether or not such related party is a party to the particular transaction.*

*Except for Sri N. Hari Hara Prasad, Managing Director, and his relatives to the extent of their respective interest, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.*

*The Board recommends the resolution set out under Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.*

***For and on behalf of the Board***

***SD/-***
***N. Hari Hara Prasad***
***Managing Director***
***DIN: 00354715***

***Place: Hyderabad,***
***Date: 08.08.2026***

**DIVYASHAKTI LIMITED**
CIN: L99999TG1991PLC012764

## *Details of Director Seeking Re-appointment*

***(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)***

| ***Particulars*** | ***Details*** |
|---|---|
| ***Name of the Director*** | *Smt. Anuradha Anne* |
| ***DIN*** | *02802437* |
| ***Father's Name*** | *Late Sri N.V. Rattaiah* |
| ***Date of Birth*** | *10th July, 1965* |
| ***Age*** | *60 years* |
| ***Qualifications*** | *Master of Commerce (M. Com)* |
| ***Date of Appointment on the Board*** | *12th May, 2017* |
| ***Experience*** | *Over 27 years of extensive experience in Business Administration and Finance* |
| ***Nature of Expertise in Specific Functional Areas*** | *Business Administration and Finance* |
| ***Disclosure of Inter-se Relationship with other Directors/KMP*** | *Sister of Shri N. Hari Hara Prasad, Managing Director* |
| ***Directorship in other Listed Companies*** | *Nil* |
| ***Chairperson/Member of Committees in Divyashakti Limited*** | *Member – Internal Complaints Committee Member – Stakeholders Relationship Committee* |
| ***Shareholding in the Company*** | *4,65,992 Equity Shares* |

***For and on behalf of the Board***

***SD/-***
***N. Hari Hara Prasad***
***Managing Director***
***DIN: 00354715***

***Place: Hyderabad,***
***Date: 08.08.2026***

# Management Discussion and Analysis

The Management of Divyashakti Limited is pleased to present the Management Discussion and Analysis Report for the financial year. This report provides a clear and comprehensive overview of the Company's business operations, industry structure, key opportunities and challenges, and overall performance. It also highlights significant developments, strategic initiatives, associated risks, and the future outlook, offering stakeholders valuable insights into the Company's direction and market positioning.

## Economic Overview

### Global Economy 2025

The global economy continues to navigate a complex and uncertain environment, marked by elevated macroeconomic volatility, evolving trade frameworks and persistent fiscal challenges. Despite ongoing geopolitical tensions and financial headwinds, global economic growth remained steady at 3.3% in 2025.

### Performance of Major Economies

Growth in advanced economies moderated to 1.7% in 2025, with investments in high-technology sectors providing a partial offset to weaker economic activity. The United States economy faced challenges arising from evolving trade policies and tariff-related uncertainties; however, growth remained supported by expansionary fiscal measures, resilient consumer spending, and a robust labour market.

The European Union recorded steady growth of 1.4% in 2025, underpinned by stable household consumption and resilient labour markets. Nevertheless, higher trade tariffs and ongoing geopolitical tensions continued to weigh on export performance and business sentiment.

Among major emerging economies, China maintained strong economic momentum, registering 5.0% growth in 2025. Government policy support, stronger domestic demand, and robust exports to markets outside the United States helped sustain growth, partially offsetting the impact of tariff-related pressures and a subdued property sector.

### Global Trade Dynamics and Tariff Developments

The global economy is expected to remain resilient despite continued geopolitical uncertainties, evolving trade policies, and persistent fiscal challenges. Global GDP growth is projected to remain broadly stable at **3.3%** in both **2026 and 2027**, supported by resilient economic activity in the United States and sustained growth across emerging market and developing economies.

Advanced economies, particularly those in Europe, are expected to witness moderate growth as easing inflation, gradual monetary policy normalization, and improving investment sentiment support economic activity. Emerging economies are projected to continue driving global growth through stronger domestic demand, infrastructure investment, and expanding industrial and services sectors.

As governments and businesses adapt to shifting trade dynamics, technological advancements, and changing policy frameworks, companies will increasingly focus on innovation, supply chain resilience, operational efficiency, and market diversification. These developments are expected to shape a more dynamic global business environment, requiring organizations to adopt agile strategies and strengthen long-term competitiveness.

## Indian economy

### Overview

India continues to demonstrate strong economic momentum and it is expected to remain the fastest-growing major economy over the next two years, supported by resilient consumption, improving rural demand, expanding services and a growing share of high-value manufacturing in exports, with GDP growth reaching 6.2% in FY 2025-26, following 6.5% in FY 2024-25.

### Indian Economy -Inflation and Monetary Policy

Inflationary pressures moderated during FY 2025-26, supported by favourable food-price trends, stable commodity prices and improved supply conditions. The easing inflation environment provided greater policy flexibility and supported domestic consumption.

Amid easing inflationary pressures, the Reserve Bank of India reduced the policy repo rate during 2025, with successive rate cuts bringing the rate down to 5.50% by June 2025. These measures supported liquidity conditions and were aimed at sustaining economic growth while maintaining price stability.

## Outlook of the Indian Economy

The Indian economy is expected to maintain its growth momentum in FY2027, with real GDP projected to expand in the range of 7.0% to 7.4%, supported by resilient domestic demand, robust private consumption, sustained public infrastructure investment, and a gradual recovery in private capital expenditure.

Although global challenges, including slower economic growth, geopolitical uncertainties, and rising protectionist trade measures, may pose risks to the external sector, India's strong macroeconomic fundamentals and ongoing trade initiatives are expected to support overall economic resilience. Proposed and ongoing trade agreements with key partners such as the United Kingdom, the United States, and the European Union are expected to enhance bilateral trade by improving market access for goods and services, reducing trade barriers, and strengthening investment flows.

## Industry overview and outlook

### Global Granite Industry and Key Trends

The global granite market was valued at approximately USD 4.20 billion in CY2025 and is projected to reach USD 7.73 billion by CY2036, registering CAGR of 5.7% during the forecast period. The market is expected to be driven by sustained growth in residential and commercial construction, increasing urbanisation, infrastructure development, and rising demand for premium natural stone products. The growing demand for natural stone in the construction and interior design sectors is a key driver of the granite market. Granite's durability, aesthetic appeal, and versatility in

applications such as countertops, flooring, and facades drive its popularity, thus aiding the market growth to attain a valuation of USD 7.73 Billion by 2036.

## Quartz

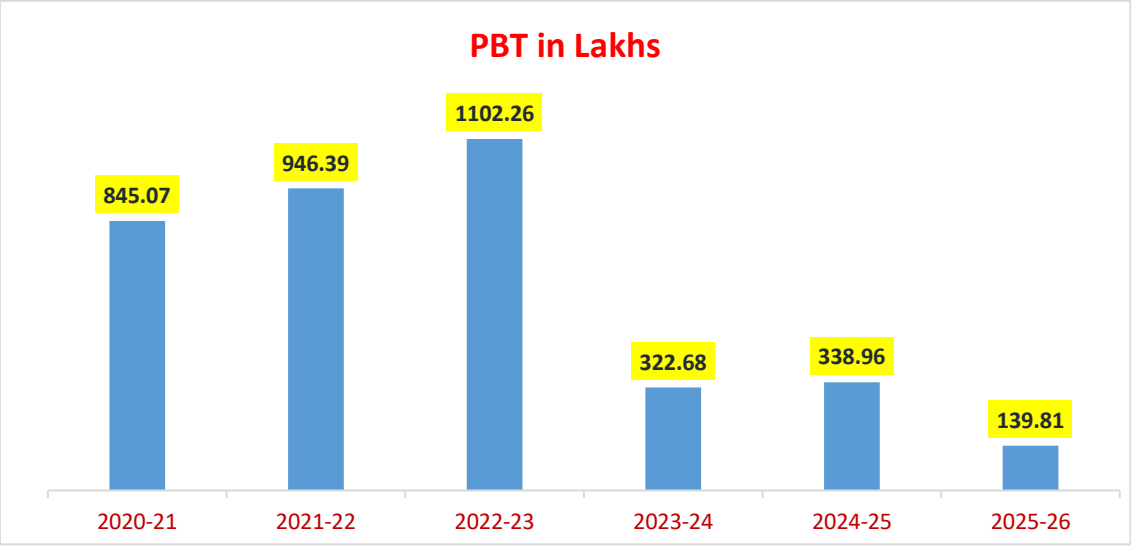
The engineered stone market was valued at approximately USD 7.20 billion in 2025 and is anticipated to grow at a CAGR of around 4.72%, reaching approximately USD 12.7 billion by 2034.

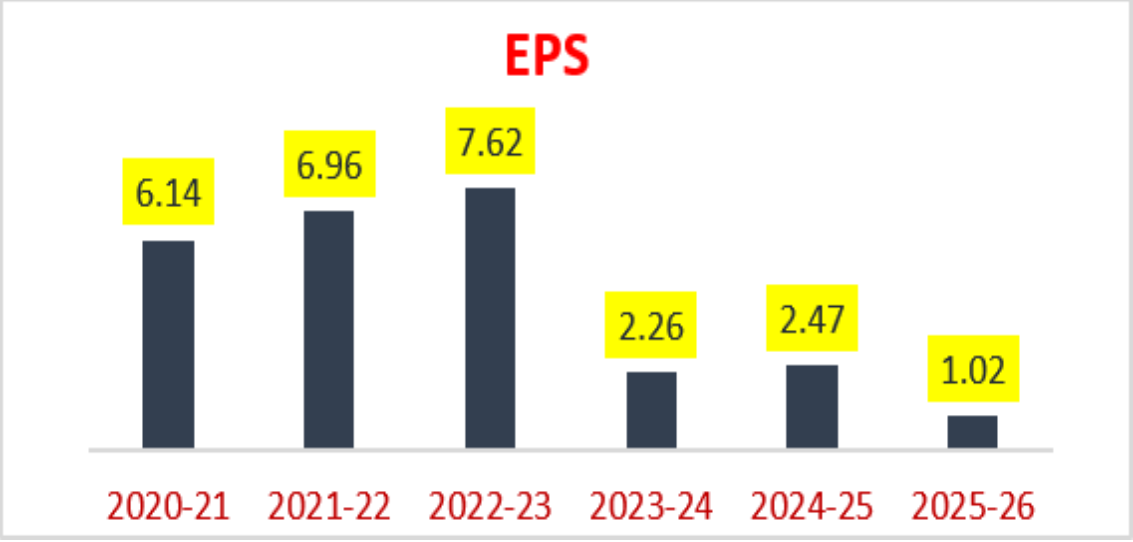
The primary reason behind the growth of the engineered stone market is the increasing demand for engineered stone across the world.

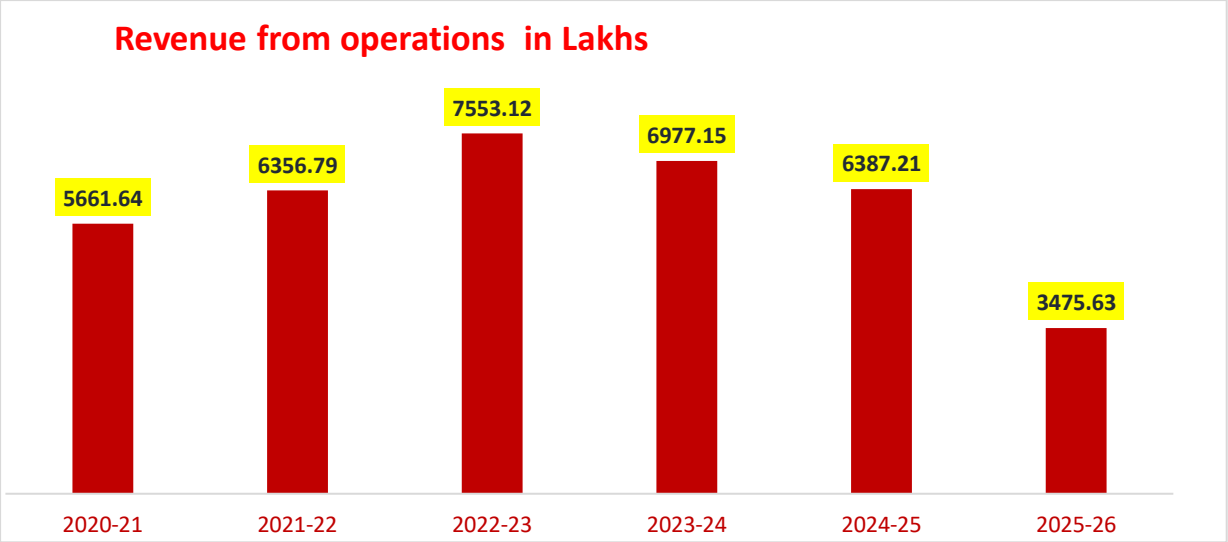
As we look ahead, we anticipate subdued granite sales in **FY 2026-27**, driven by ongoing challenges in the U.S. housing and export markets. Nevertheless, we remain optimistic about the performance of our engineered stone segment, with encouraging prospects for both revenue growth and improved profitability.

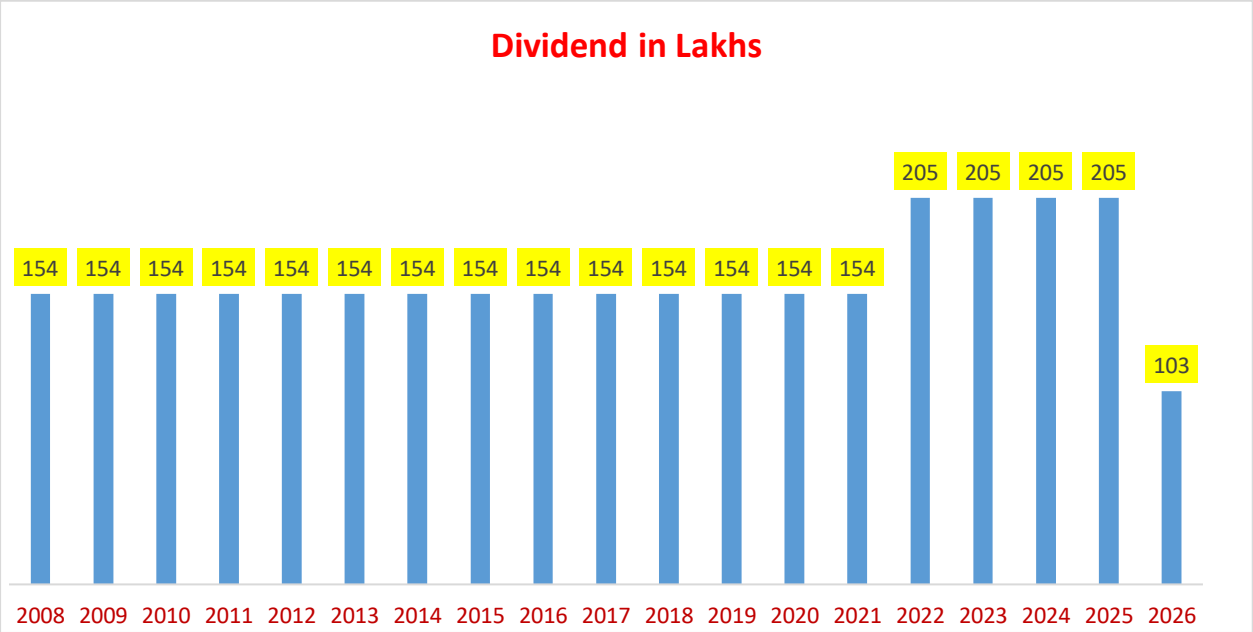
# Financial Performance

Key financial indicators are summarised below:

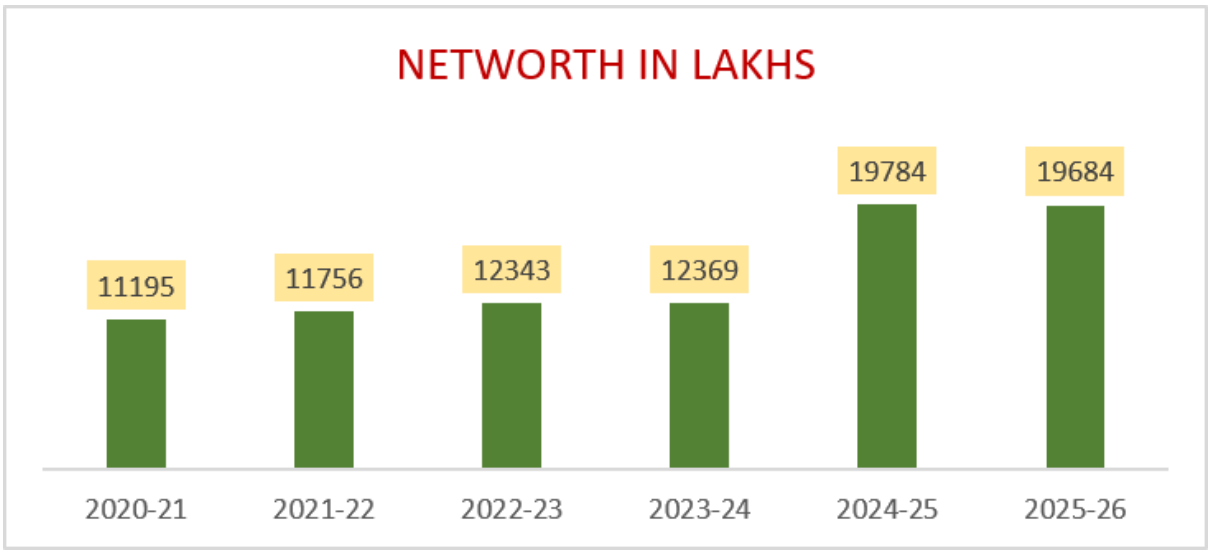


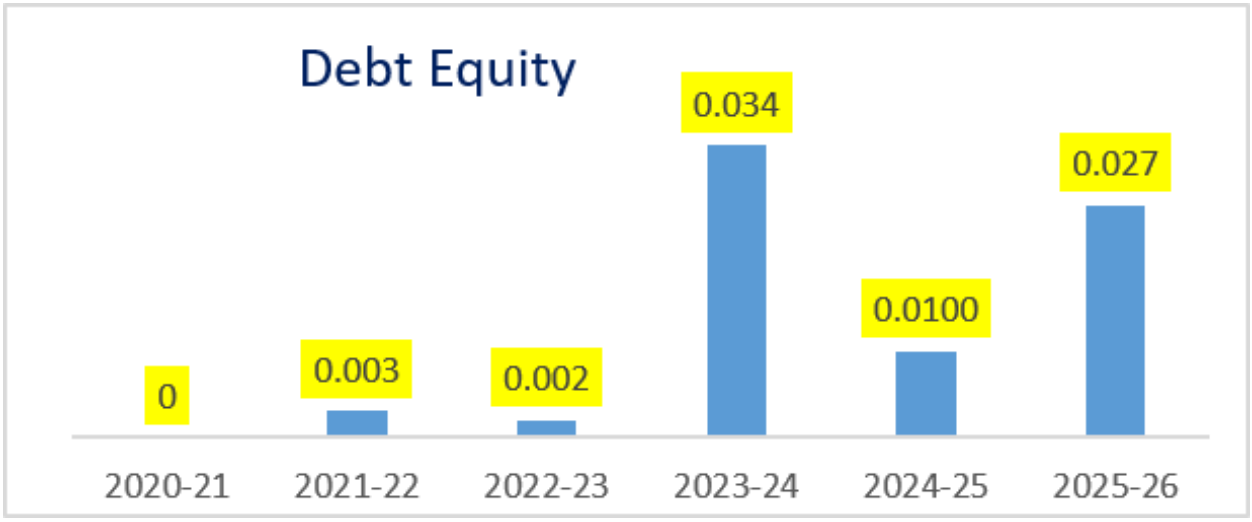



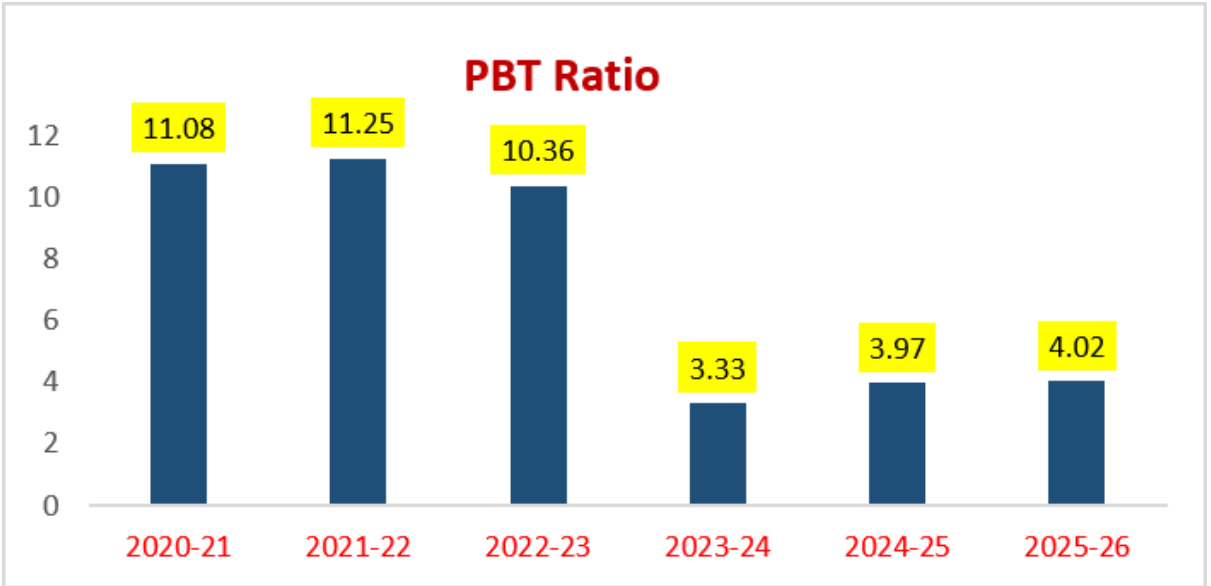

Revenue from operations in Lakhs
5661.64
6356.79
7553.12
6977.15
6387.21
3475.63
2020-21
2021-22
2022-23
2023-24
2024-25
2025-26

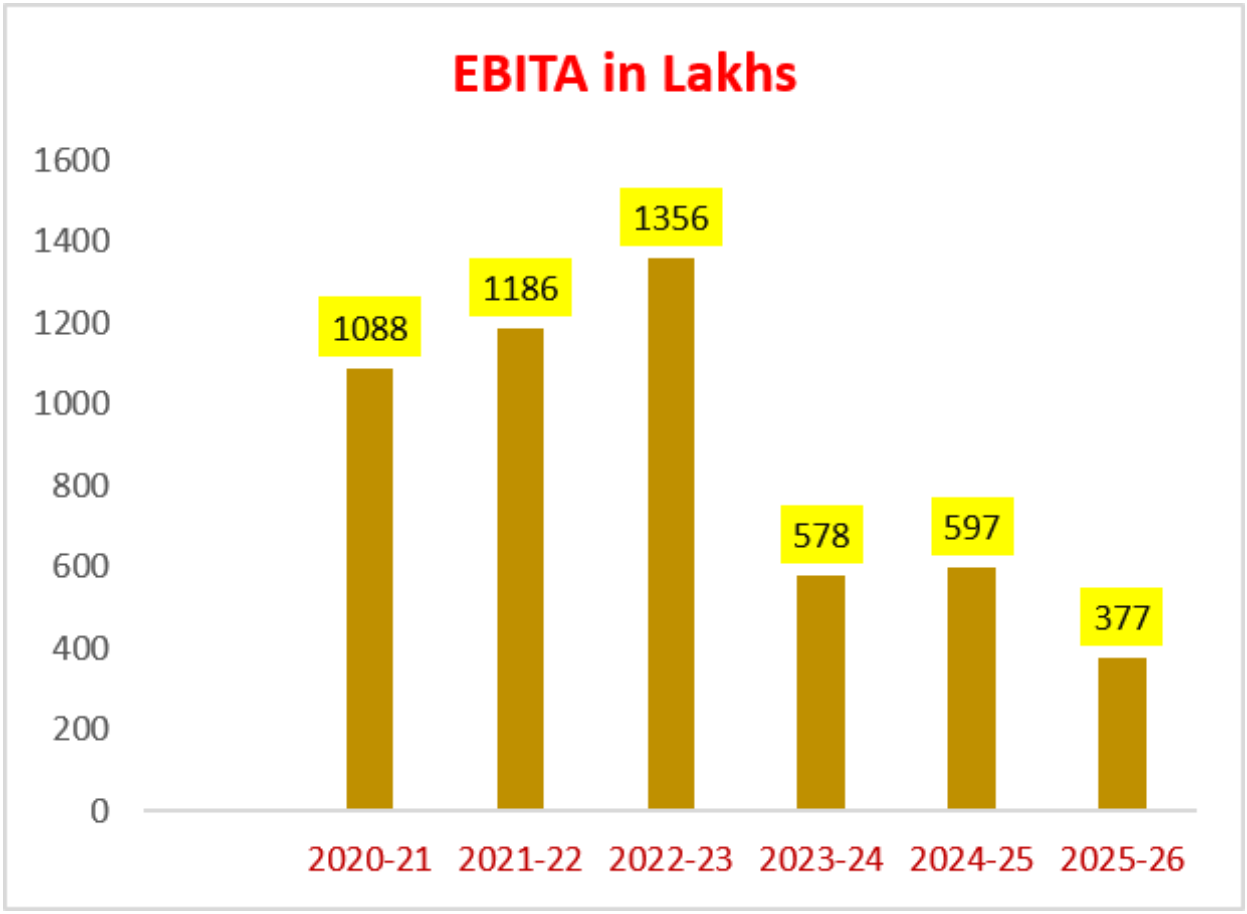

Dividend in Lakhs
154
154
154
154
154
154
154
154
154
154
154
154
154
154
205
205
205
205
103
2008
2009
2010
2011
2012
2013
2014
2015
2016
2017
2018
2019
2020
2021
2022
2023
2024
2025
2026

**DIVYASHAKTI LIMITED**
CIN: L99999TG1991PLC012764




EBITA in Lakhs
1600
1400
1200
1000
800
600
400
200
0
1088
1186
1356
578
597
377
2020-21
2021-22
2022-23
2023-24
2024-25
2025-26