Divyashakti Limited
(Formerly Known as Divyashakti Granites Ltd.)
CIN : L99999TG1991PLC012764
divyashakti.com
info@divyashakti.com
+91-40-23730240
+91-98493 02402

Date: 1st September, 2025

To

The Deputy General Manager,
Corporate Relationship Department,
Bombay Stock Exchange, Mumbai,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street, Fort,
Mumbai – 400 001.
Fax: 022 22723121

Scrip Code: BSE: 526315

Dear Sir/ Madam,

Sub: Submission of Notice of the 34th Annual General Meeting of Divyashakti Limited for the Financial Year 2024-25.

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Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Thirty-Fourth (34th) Annual General Meeting ("AGM") of the Members of Divyashakti Limited will be held on **Monday, 29th September 2025 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The AGM shall be deemed to be held at the registered office of the Company at **7-1-58, Divyashakti Apartments, Ameerpet, Hyderabad – 500016, Telangana**.

In compliance with the Companies Act, 2013 and the SEBI Listing Regulations, please find enclosed the **Notice of the 34th Annual General Meeting** for your records.

Kindly acknowledge the receipt of the same and take on record.

Thanking You

Yours faithfully,
FOR DIVYASHAKTI LIMITED

HARI HARA PRASAD NALLAPATI
Digitally signed by HARI HARA PRASAD NALLAPATI
Date: 2025.09.01 15:23:16 +05'30'

DIVYASHAKTI LIMITED
DSL Hyderabad

N. HARI HARA PRASAD
Managing Director
DIN: 00354715
Encl: a/a

DIVYASHAKTI LIMITED

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,
CIN: L99999TG1991PLC012764

NOTICE OF THE THIRTY FORTH ANNUAL GENERAL MEETING

To The Member of
DIVYASHAKTI LIMITED

NOTICE is hereby given that the Thirty-Fourth (34th) Annual General Meeting ("AGM") of the Members of Divyashakti Limited will be held on Monday, 29th September 2025 at 11.00 A.M. 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, 2025, 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, 2025, 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, 2025.***

   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 ₹2/- (20%) per fully paid-up equity share of ₹10/- each for the financial year 2024-25 be and is hereby declared and the same be paid to the Members of the Company whose names appear in the Register of Members of the Company as on* ***22nd September, 2025."***

3. ***Re-appointment of Smt Anuradha Anne (DIN No.02802437) as a director liable to retire by rotation.***

   To re-appoint Smt Anuradha Anne (DIN No.02802437) as Director, who retires by rotation and being eligible, has offered herself for re-appointment, 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."*

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 the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the rules made there under including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and pursuant to the Policy of the Company on Related Party Transactions, consent of the members be and is hereby accorded for entering into transactions, including Material Related Party Transactions, in the ordinary course of business at arm's length basis, whether by means of contracts/ arrangements or otherwise, from time to time, with the related parties, provided such transactions, in the opinion of the Board of Directors of the Company, with those related parties are in the ordinary course of business and at arm's length price for the financial year 2025-26 up to the maximum amounts as stated herein below:*

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/Supplying Goods /Availing or rendering of any services	*Sri N. Hari Hara Prasad – Managing Director. Family members are Promoters in the firms*	*Cosmos Granite (West)* *Cosmos Granite (South East)* *Cosmos Granite (South West)*	*25.00* *45.00* *10.00*

*"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, deemed necessary, proper, desirable and to finalize any documents and writings related thereto."*

5 Approval for Investment in Solar Power Generation Business through Subsidiary (Acquisition of 51% to 55% Stake in Existing Project Entity)

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

*"**RESOLVED THAT** pursuant to the provisions of Sections 179, 186 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and such other approvals, permissions and consents as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee thereof authorised by the Board) to undertake strategic investment(s), either through acquisition or incorporation of a subsidiary, for*

acquiring a controlling stake (51% to 55%) in an existing solar power project entity, for a proposed aggregate consideration of up to 150 Crores (Rupees One Hundred Fifty Crores Only), whether in one or more tranches, and on such terms and conditions as may be deemed fit by the Board.

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the final investment structure, negotiate and finalise the terms and conditions of the acquisition and investment, including execution of necessary agreements, documents, declarations and other instruments, and to take all steps and actions necessary for giving effect to this resolution, including obtaining any statutory approvals, filing requisite forms with regulatory authorities and doing such acts and deeds as may be required in connection therewith.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), officer(s) or authorised representative(s) of the Company, to do all such acts, deeds, matters and things as may be necessary or desirable in connection with the aforesaid investment and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members of the Company."*

6. To approve the appointment of the Secretarial Auditor of the Company:

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

***"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and approval of the Board of Directors, M/s. Puttaparthi Jagannatham and Co., Practising Company Secretaries (Firm Registration No. P2008), be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a continuous term of five (5) consecutive financial years commencing from FY 2025–26 until the conclusion of FY 2029–30, to conduct the secretarial audit of the Company, on such remuneration and terms and conditions as may be determined by the Board of Directors in consultation with the said firm.*

***RESOLVED FURTHER THAT** pursuant to Regulation 24A(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Second Amendment) Regulations, 2023, the above appointment shall be for a continuous five-year term as mandated under the said provisions.*

***RESOLVED FURTHER THAT** 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, expedient and desirable for the purpose of giving effect to this resolution."*

For and on behalf of the Board

Sd/-

Place: Hyderabad,
Date: 01.08.2025

N. Hari Hara Prasad
Managing Director
DIN: 00354715

N O T E

1. *Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 34th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.*

   In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations, and MCA Circulars, the 34th AGM of the Company is being held through VC/OAVM **Monday, September 29, 2025, at 11:00 A.m. (IST***). The proceedings of the AGM will be conducted at the Registered Office of the Company, 7-1-58 Divyashakthi Apartments, Ameerpet, Hyderabad, Telangana, India, 500016, which shall be the deemed venue of the AGM.*

2. *Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf, and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for this AGM, and hence, the proxy form, attendance slip, and route map of the AGM are not annexed to this notice.*

3. *Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed. Additional information as per Regulation 36 of 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,*

4. *In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate, etc.*
   In case you are holding the Company's shares in physical form, please inform the Company's RTA, viz. 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, by enclosing a photocopy of a blank cancelled cheque of your bank account.

5. *As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. 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, are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization's and change in the address of the members may be communicated to the RTA.*

6. *Members holding shares in the same name under different Ledger Folios are requested to apply for the consolidation of such Folios and send the relevant share certificates to the RTA/Company.*

7. *Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.*

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 **23rd September 2025 to 29th September 2025 (both days inclusive**), for the purpose of determining the eligibility of members for the final dividend on equity shares, if declared at the Annual General Meeting.*

10. *The final dividend of ₹2/- per equity share of face value ₹10/- each (i.e., 20%), as recommended by the Board of Directors, if approved by the shareholders at the ensuing Annual General Meeting, shall be payable to those Members: whose names appear in the Register of Members of the Company as on **22nd hSeptember 2025**, in case of physical shareholders; and whose names appear in the records of the Depositories (NSDL and CDSL) as beneficial owners as on that date, in case of shares held in dematerialised form.*

11. *Members may also note that the Notice of the 34th Annual General Meeting is available on the Company's website **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.***

    *In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at **www.divyashakti.com***

    To support the '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.

12. *Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.*

13. *Additional information, pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, and pursuant to the Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/reappointment at the AGM, forms part of the Notice. The Directors have furnished the requisite consent /declaration for their appointment/re-appointment.*

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

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) 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. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose unclaimed dividend and/or shares (if any) have been transferred to IEPF may claim the shares or apply for a refund by making an application to the IEPF Authority in Form IEPF 5, which is available on www.iepf.gov.in.

Members who have not yet encashed the dividend warrants from the financial year ended 31st March, 2016, onwards are requested to forward their claims to the Company's

Registrar and Share Transfer Agents without any further delay. It is in the Members' interest to claim any un-encashed dividends and, for the future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

*It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to and in respect of the year ended on **31st March 2017**, have already been transferred to IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends*

15. *Members seeking any information or clarification on the accounts 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.*

16. *Pursuant to the directions/notifications of the 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.*

17. ***<u>E-VOTING:</u>***

i. *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 AGM. 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 AGM, will be provided by NSDL.*

ii. *The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.*

iii. *The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.*

iv. *Pursuant 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 a body corporate, can attend the AGM through VC/OAVM and cast their votes through e-voting.*

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

The remote e-voting period begins on Thursday, 25th September 2025, at 09:00 A.M. and ends on Sunday, 28th September 2025, 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 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. 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 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

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 the Company Secretary at* info@divyashakti.com

3. *The Company Secretary shall coordinate with NSDL and provide the login credentials to the above-mentioned shareholde₹*

4. *Alternatively, a member may send an e-mail request to evoting@nsdl.co.infor 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 AGM THROUGH VC/OAVM:

1. *Shareholders will be provided the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same on **Monday, the 29th day of September, 2025, 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 the shareholder/members login, where the EVSN of the 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 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 the camera and use the internet with a good speed to avoid any disturbance during the meeting.*
4. *Please note that participants connecting from mobile devices, tablets, or through Laptop connecting via a mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a 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 **23rd September, 2025 (9.00 a.m IST) to 26th September, 2025 (5.00 p.m. IST)**, mentioning their name, demat account number/folio number, email id, mobile number at info@divyashakti.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., **from 23rd September 2025 (9.00 a.m. IST) to 26th September 2025 (5.00 p.m. IST)** mentioning their name, demat account number/folio number, email id, mobile number at info@divyashakti.com. These queries will be replied to suitably by the Company vide email.*

6. *Those shareholders who have registered themselves as 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 AGM.*

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:

1. *The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.*
2. *Only those shareholders who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.*
3. *If any votes are cast by the shareholders through the e-voting available during the AGM 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 AGM. However, they will not be eligible to vote at the AGM.*

INCOME TAX ON DIVIDEND:

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividends paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020, and amendments thereof. The shareholders are requested to update their PAN with the Company/Registrar & Transfer Agent (in case of shares held in physical mode and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@vccipl.com / info@vccilindia.com or info@divyashakti.com. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@vccipl.com / info@vccilindia.com or info@divyashakti.com. The above documents can be downloaded from the Company's website http://www.divyashakti.com/investor.

The aforesaid declarations and documents need to be submitted by the shareholders by ***5:00 PM IST on or before 21st September, 2025.***

Links for Form 15G & Form 15H:

https://www.divyashakti.com/wp-content/uploads/2020/06/Form_15G.pdf

https://www.divyashakti.com/wp-content/uploads/2020/06/Form_15H.pdf

General Instructions:

a. *The e-voting period commences on* ***Thursday, 25th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 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 22nd September, 2025****, 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* ***22nd September, 2025*** *and not casting their vote electronically, may cast their vote only through remote e-voting. The Scrutinizer, Mr. Puttaparthi Jagannatham, Advocate, shall scrutinize the e-voting process conducted in accordance with MCA and SEBI circulars. The option of voting through physical ballot is not applicable for this AGM conducted via VC/OAVM.*

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* ***22nd September, 2025****. The results declared along with the Scrutinizer's Report shall be placed on the Company's website* ***www.divyashakti.com*** *and on the website of NSDL within two days of the passing of the resolutions at the* ***34th Annual General Meeting*** *of the Company on* ***Monday, 29th September, 2025*** *and communicated to the BSE Ltd.*

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

ITEM NO.4:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any transaction with a related party that meets the prescribed materiality thresholds requires the prior approval of the shareholders by way of an Ordinary Resolution, provided such transaction is not in the ordinary course of business or not at arm's length price.

In accordance with the Listing Regulations, a transaction with a related party is considered material if it exceeds ₹1,000 Crores or 10% of the annual consolidated turnover of the Company, whichever is lower, as per the latest audited financial statements.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the following related party transactions, which are in the ordinary course of business and at arm's length pricing, but exceed the materiality threshold under Regulation 23. Accordingly, approval of the shareholders (excluding related parties) is being sought.

Disclosures under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

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 immediate family members and relatives are Promoter-Partners in the aforementioned partnership firms.

Nature of Relationship: These firms qualify as Related Parties under Section 2(76) of the Companies Act, 2013, as Sri N. Hari Hara Prasad's relatives hold significant influence/control as Promoter-Partne₹

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

Name of Related Party	***Nature of Transaction***	***Description of Goods/Services***	***Proposed Maximum Annual Value (₹ in Crores)***
Cosmos Granite (West)	*Export/Sale, Purchase, Supply, Availing/Rendering of Services*	*Export/Supply of Polished Granite Slabs and Engineered Stone Slabs*	*25.00*
Cosmos Granite (South East)			*45.00*
Cosmos Granite (South West)			*10.00*

As per the second proviso to Section 188(1) of the Companies Act, 2013, no member who is a related party shall vote on the resolution, and accordingly, the promoters and interested Directors/KMPs will abstain from voting on this item.

None of the Directors or Key Managerial Personnel of the Company, other than those mentioned above and their relatives, are concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO.5:

The Company proposes to diversify into the renewable energy segment by investing in a solar power generation business. In this regard, the Board of Directors intends to acquire majority control (ranging from 51% to 55%) in an existing third-party solar power project company, which is engaged in solar energy generation. The total cost of the project is estimated at approximately ₹150 Crores, and the acquisition will be undertaken through a subsidiary structure to ensure operational and regulatory efficiency.

This strategic investment aligns with the Company's long-term vision of entering into environmentally sustainable businesses and reducing reliance on grid power, thereby also addressing environmental, social, and governance (ESG) commitments. The move is expected to offer synergies in cost optimisation for captive consumption, better power security, and sustainable growth opportunities.

The proposed investment would be construed as an investment exceeding the limits specified under Section 186(2) of the Companies Act, 2013 and hence requires approval of shareholders by means of a Special Resolution.

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

Accordingly, the Board recommends the passing of the resolution as set out in Item No. 5 as a Special Resolution.

ITEM NO.6:

Pursuant to the recent amendment to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as introduced by the SEBI (LODR) (Second Amendment) Regulations, 2023, every listed entity is required to appoint a Secretarial Auditor for a continuous term of up to two terms of five consecutive financial years each, subject to approval by the Members at a general meeting.

In compliance with the above, and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 29th May 2025, approved the appointment of M/s. Puttaparthi Jagannatham and Co., Practising Company Secretaries (Firm Registration No. P2008), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from FY 2025–26 to FY 2029–30, subject to the approval of the Membe₹

The appointment has been proposed after considering the firm's eligibility, experience, professional standing, independence, and the satisfactory performance during its previous engagements with the Company. M/s. Puttaparthi Jagannatham and Co., established in 1995 and based in Hyderabad, has over three decades of professional experience in corporate legal advisory, secretarial compliance, and governance. The firm is registered with the Institute of Company Secretaries of India (ICSI) and holds a valid peer review certificate issued by ICSI. It has also confirmed that it satisfies all eligibility criteria and is free from any disqualification under the SEBI circular dated 31st December 2024.

The Company has received a consent letter from the firm expressing its willingness to undertake the Secretarial Audit and issue reports in accordance with Section 204 of the Companies Act, 2013 and the applicable rules framed thereunder.

The Board of Directors has approved a remuneration of ₹4,50,000 (Rupees Four Lakhs Fifty Thousand only) plus applicable taxes and out-of-pocket expenses for FY 2025–26. For subsequent years within the tenure, the remuneration shall be as determined by the Board on the recommendation of the Audit Committee in consultation with the firm. In addition, the Company may also engage the firm for other services which are statutorily required to be rendered by the Secretarial Auditor under applicable laws from time to time. Such services will be compensated separately on mutually agreed terms.

The Board of Directors may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor and deemed appropriate in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of the accompanying Notice for the approval of the Membe₹

For and on behalf of the Board

SD/-

Place: Hyderabad,
Date: 01.08.2025

N. Hari Hara Prasad
Managing Director
DIN: 00354715

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	*59 years*
Qualifications	*Master of Commerce (M.Com)*
Date of Appointment on the Board	*12th May, 2017*
Experience	*Over 26 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	*Sibling 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.-

Place: Hyderabad,
Date: 01.08.2025

N. Hari Hara Prasad
Managing Director
DIN: 00354715