

Date: 03/02/2026

To,  
**BSE Limited**  
**Corporate Relations Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Script Symbol: SJCORP | Script Code: 504398 | ISIN: INE312B01027**

**Sub: Notice of the Extra-Ordinary General Meeting of the Members scheduled to be held on Monday, March 02, 2026 at 11.30 A.M. (IST).**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Extra-Ordinary General Meeting of the Members of the Company is scheduled to be held on Monday, March 02, 2026 at 11.30 A.M. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).

The Notice of the Extra-Ordinary General Meeting is uploaded on the company's website [www.sjcorp.in](http://www.sjcorp.in) and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice along with the Explanatory Statement of the Extra-Ordinary General Meeting has been dispatched / sent to the Members through email on Tuesday, February 03, 2026, whose email were registered with the Company's Registrar and Share Transfer Agent/ Depositories.

Further, please note the following:

<b>Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]</b>	Monday, 23 <sup>rd</sup> February, 2026
<b>Remote e-voting period - Commencement of Remote E-Voting</b>	Friday, 27 <sup>th</sup> February, 2026 at 09:00 A.M
<b>Remote e-voting period – End of Remote E-Voting</b>	Sunday, 01 <sup>st</sup> March, 2026 at 05:00 P.M

Please take above information on record.

Thanking you,  
**For SJ Corporation Ltd**



**Deepak Bhikhala Upadhyay**  
**Managing Director**  
**DIN: 02270389**

# SJ CORPORATION LIMITED

CIN L19201MH1981PLC452533

Registered office: 201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai – 400 097, Maharashtra  
Email ID: sjcorporation9@yahoo.com Contact No.: 022-35632262 Website: [www.sjcorp.in](http://www.sjcorp.in)

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## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the 01/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of SJ Corporation Limited (the “Company”) will be held on **Monday, March 02, 2026** at 11:30 AM (IST), through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility, to transact the following business:

### **ITEM NO. 1: TO CONSIDER APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED PROMOTERS/ PROMOTERS GROUP AND NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:**

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution(s)**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange i.e. BSE Limited where the equity shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**Listing Regulations**”), Reserve Bank of India (“**RBI**”), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis to extent of **3,50,00,000 (Three Crore Fifty Lakh)** equity shares of face value of ₹ 1/- (Indian Rupee One only) each fully paid up for cash, at an issue price of ₹ 12/- (Rupees Twelve only) including premium of ₹ 11/-per equity share, aggregating up to **₹ 42,00,00,000 (Indian Rupees Forty-Two Crore Only)**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations

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with the terms as set out herein, and in the Explanatory Statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, to the below mentioned Proposed Allotees from the ‘**Proposed Promoters/ Promoter group**’ and ‘**Non-Promoters**’ as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares proposed to be issued
1.	Pintu Kanjibhai Kalavadia	Proposed Promoter	82,11,874
2.	Prashant K Kalavadia	Proposed Promoter	82,11,874
3.	Umang Kantilal Savani	Proposed Promoter	42,61,202
4.	Kalpesh Patel	Proposed Promoter	10,15,050
5.	Apex Advisors LLP	Non-Promoter	27,50,000
6.	Quantam Strategic Advisors LLP	Non-Promoter	28,50,000
7.	Jayantilal Ramniklal Dholakia	Non-Promoter	1,25,000
8.	Nimish Jayantilal Dholakia	Non-Promoter	1,25,000
9.	Nimit Jayantilal Dholakia	Non-Promoter	1,25,000
10.	Heena Nimit Dholakia	Non-Promoter	1,25,000
11.	*i) Falguni Chandresh Lotia ii) Chandresh Lotia (Partner of Partnership Firm of Pranir Investments)	Non-Promoter	72,00,000
	<b>Total</b>		<b>3,50,00,000</b>

\* Payment will be made by partnership firm i.e Pranir investments.

**“RESOLVED FURTHER THAT** in terms of the provisions of SEBI ICDR Regulations, the **“Relevant Date”**, for determining the minimum price of the equity shares being allotted to the promoters and non-promoters on a preferential basis, is **January 30, 2026**, being the date Thirty (30) days prior to the date of Extra-Ordinary General Meeting. Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. The relevant date falls on Saturday, day proceeding the weekend will be reckoned to be relevant date i.e. Friday, January 30, 2026.

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

- a) The pre-preferential shareholding of the proposed allotees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

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- b) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) Allotment of Shares shall only be made in dematerialized form; and
- d) Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations".

**“RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the BSE Limited where the equity shares of the Company are currently listed”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** pursuant to the provision of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a Private Placement Offer Letter in Form **PAS-4** together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the members is hereby accorded to the issuance of the same to the Subscribers to the Equity shares”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or

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approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

## **ITEM NO. 2: REGULARIZATION OF ADDITIONAL DIRECTOR MR. MAULIK PRAVINBHAI DALSANIYA - (DIN: 11409312) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and as recommended by the Nomination & Remuneration Committee, Mr. Maulik Pravinbhai Dalsaniya (DIN: 11409312), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from January 01, 2026, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from January 01, 2026 to December 31, 2030.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director and/or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

## **ITEM NO. 3: REGULARIZATION OF ADDITIONAL DIRECTOR MR. JAGDISH VIJAYBHAI PAMBHAR (DIN: 11409403) AS EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures

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Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), Mr. Jagdish Vijaybhai Pambhar (DIN: 11409403), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from January 01, 2026, be and is hereby appointed as Executive Director (Non- Independent Director) of the Company, for a period of five years up to December 31, 2030 and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director and/or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**ITEM NO. 4: TO APPROVE ACQUISITION OF M/S. FISHFA RUBBERS LIMITED (“FRL”) FROM EXISTING SHAREHOLDERS OF FRL:**

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

**“RESOLVED THAT** pursuant to Sections 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed thereunder including without limitation the Companies (Meetings of the Board and its Powers) Rules, 2014 (as amended) (“Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable rules, notifications, circulars, and guidelines issued from time to time and any other applicable laws (including any amendment, modification, variation or re-enactment to any of the forgoing), the provisions of the Memorandum and Articles of Association of the Company and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, and subject to statutory and/or regulatory approvals, if any, and/ or third party approval(s)/ consent(s), if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) (which term shall include any committee constituted by the Board or hereinafter constituted from time to time, to exercise its powers including power conferred by this resolution) for: acquisition by the Company through purchase of 43,49,994 (Forty-Three Lakhs Forty-Nine Thousand Nine Hundred Ninety-Four) equity shares having face value of ₹ 10/- (Rupees Ten Only) each representing 99.99% (Ninety-Nine hundred point Ninty-Nine percent) of the total issued and paid-up equity share capital on a fully diluted basis of M/s. Fishfa Rubbers Limited (“FRL”/ “Target Company”) from Existing shareholders of FRL who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the “Sellers” and each individually a “Seller”), free and clear of any charges, lien, mortgage, pledge, security interest and/ or encumbrances, for an aggregate cash consideration of not exceeding Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only) {subject to such deductions of applicable taxes} and/or any other adjustments as specified in the Definitive Agreements (as

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hereinafter defined) (“Purchase Consideration”), as contemplated under the Definitive Agreements (as hereinafter defined), such that the total transaction value aggregating the amount mentioned shall not exceed Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only), with effect from such date, in such manner and on such terms and conditions as specified under the Definitive Agreements (as hereinafter defined) executed/to be executed in relation to such aforesaid transactions, as per the terms and conditions of the offer letter (“Offer Letter”) and share purchase agreement with shareholders of FRL, subscription agreement(s), transfer agreement(s) and/or other documents, agreements and/or instruments in this regard (collectively, the “Transaction Document(s)”) to be executed in this regard from time to time, and/ or other documents, agreements, instruments, deeds, arrangements, letters, correspondences, applications and/or writings required in connection with, or ancillary to, the execution and/or implementation of the Offer Letter and/or the Transaction Document(s) (collectively, the “Ancillary Documents”) (the Offer Letter, the Transaction Document(s) and other Ancillary Documents are collectively referred to as the “Definitive Agreements”), in relation to the aforesaid transactions (collectively, the “Transaction”), provided that such transactions to be entered into / carried out are on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) and on such terms as mentioned in the explanatory statement of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising and executing the Definitive Agreements and/or any other necessary documents, including agreement(s), deeds of assignment and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to negotiate, settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, including without limitation to, making necessary regulatory filings with the Registrar of Companies or any other statutory authorities as may be necessary, if any, negotiating, finalising and executing any amendments in relation to any of the Definitive Agreements and/or any other Ancillary Documents or other undertakings, memoranda, deeds, documents and such other papers and writings, as may be deemed necessary or expedient, in connection therewith, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to: (A) delegate all or any of the powers herein conferred, as it may deem fit, in its absolute discretion to any Committee of the Board or any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution; and (B) appoint and co-ordinate with such, intermediaries, delegates, agents, representatives, consultants, attorney/s and advisors/counsels, as may be finalized by the authorized signatories/authorized representative(s) of the Company in their absolute discretion (collectively, the “Intermediaries”), and to enter into / issue necessary documents with the same from time to time in

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connection therewith and to authorize the Intermediaries to do all such acts, deeds, matters and things in accordance with the terms and conditions of the Definitive Agreements/Ancillary Documents.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or Audit Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

	<p style="text-align: right;"><b>By Order of the Board For SJ Corporation Limited</b></p> <p style="text-align: right;">Sd/- <b>Deepak Bhikhala Upadhyay</b> <b>Managing Director</b> <b>DIN: 02270389</b></p>
<b>Place:</b> Mumbai	
<b>Date:</b> 30/01/2026	

## **Registered Office:**

201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai, Maharashtra, India, 400097

## **NOTES:**

1. Explanatory Statement pursuant to Sections 102 of The Companies Act, 2013 (the “Act”) read with Rule 22 of The Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. Pursuant to the General Circulars and other circulars issued by the Ministry of Corporate Affairs (MCA) and with relevant circulars issued by Securities and Exchange Board of India (the SEBI) has permitted the holding of the General Meeting (GM/ Meeting) through Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Extraordinary General Meeting (the EGM) of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company at 201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai, Maharashtra-400097, which shall be the deemed venue of the EGM.
3. As the EGM will be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. All documents referred in this Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of EGM between 11:00 A.M. to 05:00 P.M. and also during the EGM.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt. Ltd for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by MUFG Intime India Pvt. Ltd.
8. The Notice of EGM will also be available on the Company's website at <https://www.sjcorp.in>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
9. Members who are entitled to participate in this EGM can attend the same and view the proceedings through live web-cast facility by accessing the e-voting website of <https://instavote.linkintime.co.in> using secure login credentials.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of EGM along with login details for joining the EGM through VC/ OAVM facility including e-voting, are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. A letter providing the web-link for accessing the Notice of EGM, including the exact path, will be sent to those members who have not registered their e-mail address with the Company. Members may note that this Notice of EGM will also be available on the Company's website [www.sjcorp.in](http://www.sjcorp.in) and websites of the

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Stock Exchanges i.e. BSE Limited is [www.bseindia.com](http://www.bseindia.com).

11. For any communication, the Members may also send a request to the Company's investor email id: sjcorporation9@yahoo.com. The Company will not be dispatching physical copy of the Notice of EGM to any Member.
12. The Notice of EGM will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, January 30, 2026.
13. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
15. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to The Company's Registrar and Transfer Agents.
16. The Company has appointed M/s. Pooja Gala & Associates, Practicing Company Secretaries, Mrs. Pooja Gala, Proprietor (C.P. No. 25845), as 'Scrutinizer', to scrutinize the remote e-voting process including e-voting held at the EGM in a fair and transparent manner.
17. The Results will be declared within two working days from the conclusion of EGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. [www.sjcorp.in](http://www.sjcorp.in) and on the website of MUFG InTime at <https://instavote.linkintime.co.in> and the same shall also be communicated to BSE Limited.
18. The remote e-voting period will commence on Friday, February 27, 2026 at 09:00 a.m. (IST) and end on Sunday, March 01, 2026 at 05:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, February 23, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

# SJ CORPORATION LIMITED

CIN L19201MH1981PLC452533

Registered office: 201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai – 400 097, Maharashtra  
Email ID: sjcorporation9@yahoo.com Contact No.: 022-35632262 Website: www.sjcorp.in

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## 19. REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

### **METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.

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- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

## METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

## STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.	
Shares held in physical form	User ID is Event No + Folio no. registered with the Company	

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

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1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
  - Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
  - Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

## STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

## STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.

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- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE:** Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

## **HELPDESK:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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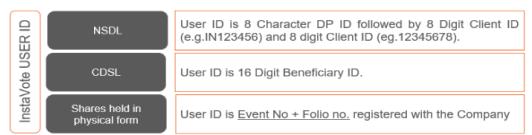
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#&\*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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## General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## 20. INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

### Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - Demat Account No. / Folio No. / PAN
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- e) Click “Go to Meeting”  
You are now registered for InstaMeet, and your attendance is marked for the meeting.

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## **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

### **Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

### **Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

	<p style="text-align: right;"><b>By Order of the Board For SJ Corporation Limited</b></p> <p style="text-align: right;">Sd/- <b>Deepak Bhikhala Upadhyay</b> <b>Managing Director</b> <b>DIN: 02270389</b></p>
<b>Place:</b> Mumbai	
<b>Date:</b> 30/01/2026	

### **Registered Office:**

201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai, Maharashtra, India, 400097

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102 of The Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying notice:

### **ITEM NO. 1 TO CONSIDER APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSE PROMOTERS/ PROMOTER GROUP AND NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:**

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares (“Equity Shares”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued there under, are set forth below:**

1. The allotment of the equity shares is subject to the proposed allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

#### **(i)      Particulars of the Preferential Issue including date of passing of Board Resolution**

Based on the recommendation of the Audit Committee vide their resolutions dated January 30, 2026, the Board of Directors of the Company at meeting held on January 30, 2026 has approved the issue up to **3,50,00,000 (Three Crore Fifty Lakh)** number of Equity Shares of the Company having face value of ₹ 1/- each, at a price of ₹ 12/- (Rupees Twelve Only) Including premium of ₹ 11/- per Equity Share, aggregating to ₹ 42,00,00,000 (Rupees Forty-Two Crore Only) on a preferential allotment basis to proposed investors to person who propose to become promoters/ Promoter Group and to certain identified persons who are the non-Promoters of the Company (referred to as “**the Investors**”) by way of on a preferential basis,

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**(ii) The object / purpose of the preferential issue:**

The proceeds from the Preferential Issue shall be utilized for the purpose of acquisition of 99.99% equity stake in Fishfa Rubber Limited (“FRL”), a company engaged in the manufacturing of Rubbers for Butyl reclaim rubber, Whole tyre reclaim rubber, Natural tube rubber and EPDM reclaim rubber, and dealing in tyre scrap (shredded, bales, or cut), steel and industrial chemicals and pigments including red oxide, sustainable fuels including pyrolysis oil, sustainable aviation fuel (SAF), sustainable marine fuel, and sustainable diesel fuel, Pyro/Raw char and recovered carbon black (rCB) derived from waste materials, along with the management and commercialization of all related by-products and waste-to-energy solutions. Subsequent to such acquisition FRL will become wholly owned subsidiary of the Company. The present directors and majority of the shareholders of FRL are Mr. Pintu Kanjibhai Kalavadia, Mr. Prashant K Kalavadia, Mr. Umang Kantilal Savani and Mr. Kalpesh Patel (who are proposed acquirers and proposed promoter of the Company, subject to shareholders and regulatory approval. Mr. Pintu Kanjibhai Kalavadia, Mr. Prashant K Kalavadia, Mr. Umang Kantilal Savani and Mr. Kalpesh Patel are making an open offer as per SEBI (SAST), Regulations, to takeover the management control of the Company SJ Corporation Limited.

Utilization of Gross Proceeds along with Timeline:

Sr. No	Particulars	Total estimated amount to be utilized (Rs.)	Timelines for Utilization of Funds
1	Acquisition of 99.99% stake in Fishfa Rubber Limited (“FRL”)	*47,16,26,350	within 12 months from the date of receipt of funds or from the date the receipts can be utilized
	<b>TOTAL</b>	<b>*47,16,26,350</b>	

**\*Note: The proposed acquisition amount to Rs. 47.16 crore which will be funded as below:**

- a) Through issue of fresh equity shares by way of Preferential issue: 42.00 crore
- b) Through internal accruals of the Company : 5.16 crore

**Since the funds raised are less than Rs.100 Crores, there is no need to appoint a Monitoring Agency for monitoring the utilization of funds**

**(iii) Maximum number of specified securities to be issued:**

It is proposed to offer, allot and issue up to 3,50,00,000 (Three Crore Fifty Lakh) number of fully paid-up equity shares of the Company having a face value of ₹ 1/- (Rupees One Only) each at a price of ₹ 1/- (Rupees One Only) per Equity as per the table specified below:

Sr. No	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
	<b>Proposed Promoters/ Promoter group</b>	
1	Prashant K Kalavadia	82,11,874

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Sr. No	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
2	Pintu Kanjibhai Kalavadia	82,11,874
3	Umang Kantilal Savani	42,61,202
4	Kalpesh Patel	10,15,050
<b>Non-Promoters</b>		
5	Apex Advisors LLP	27,50,000
6	Quantam Strategic Advisors LLP	28,50,000
7	Jayantilal Ramniklal Dholakia	1,25,000
8	Nimish Jayantilal Dholakia	1,25,000
9	Nimit Jayantilal Dholakia	1,25,000
10	Heena Nimit Dholakia	1,25,000
11	*i) Falguni Chandresh Lotia ii) Chandresh Lotia (Partner of Partnership Firm of Pranir Investments)	72,00,000
	<b>Total</b>	<b>3,50,00,000</b>

\*Payment will be made by partnership firm i.e Pranir investments.

(iv) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

None of the existing Promoters, Directors, Key Managerial Personnel or senior management personnel intend to subscribe the offer, Except Mr. Pintu Kanjibhai Kalavadia, Mr. Prashant K Kalavadia, Mr. Umang Kantilal Savani, and Mr. Kalpesh Patel, who intend to subscribe to this Issue and be classified as a proposed promoter of the Company.

(v) **Pricing of the Issue:**

The issue of equity shares will be at ₹ 12/- per Equity Share (Including Premium of ₹ 11/- per equity share).

(vi) **Basis on which the price has been arrived at along with report of the registered valuer:**

Since the equity shares of the Company are listed on BSE Limited and are infrequently traded at BSE Limited the price has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the minimum issue price is to be determined by an independent IBBI Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent registered valuer has been obtained in terms of Regulation 165 of SEBI ICDR Regulations, 2018.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted

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pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

A Certificate has been taken from Independent Registered Valuer Mr. Nitish Chaturvedi (Registration No. IBBI/RV/03/2020/12916) confirming the minimum price for the preferential issue as per Regulation 165 of SEBI ICDR Regulations and the same shall be made available and published on the websites of the company i.e. [https://sjcorp.in/new-pdf/pref\\_issue/Valuation%20Report.pdf](https://sjcorp.in/new-pdf/pref_issue/Valuation%20Report.pdf). The fair value per share recommended by valuer is Rs. 12/- per share as per the valuation report dated January 30, 2026.

Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In Compliance with Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, a Certificate has been taken from an Independent Registered Valuer, Mr. Nitish Chaturvedi (Registration No. IBBI/RV/03/2020/12916) and he have recommended the fair value of equity shares of the company, as ₹12/- per share as per the valuation report dated January 30, 2026. The said valuation report shall be made available and published on the websites of the company, i.e., [https://sjcorp.in/new-pdf/pref\\_issue/Valuation%20Report.pdf](https://sjcorp.in/new-pdf/pref_issue/Valuation%20Report.pdf)

In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated January 30, 2026 has recommended to issue the equity shares to issue the equity shares to the Proposed Allottees. A copy of independent director's recommendation is uploaded on the website of the Company at [https://sjcorp.in/new-pdf/pref\\_issue/ID\\_Recommendation.pdf](https://sjcorp.in/new-pdf/pref_issue/ID_Recommendation.pdf).

Therefore, in terms of Regulation 165 read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking in to consideration fair value per share as recommended by the valuers, the Issue Price for issue and allotment of equity shares has been fixed as ₹ 12/- per equity shares.

\*Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to recompute the price and hence the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

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**(vii) Voting pattern of the Committee of Independent Directors meeting:**

S. No.	Name of Director	Designation	Chairman / Member	Vote
1	Prakashkumar Govindbhai Nakarnai	Independent Director	Chairman	For
2	Hiral Jainesh Shah	Independent Director	Member	For
3	Maulik Pravinbhai Dalsaniya	Independent Director	Member	For

The company has 3 (Three) independent directors and all the independent directors have attended the meeting scheduled on January 30, 2026.

**(viii) Relevant Date:**

The “**Relevant Date**” in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is January 30, 2026, being the date Thirty (30) days prior to the date of Extra-Ordinary General Meeting. Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. The relevant date falls on Saturday, day proceeding the weekend will be reckoned to be relevant date i.e. Friday, January 30, 2026.

**(ix) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees as specified in serial number x below belonging to the Proposed Promoters/ Promoter group Category and Proposed Non-Promoters.

**(x) The shareholding pattern of the issuer before and after the preferential issue:**

Sr . N o	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue		SPA	\$Post shareholding assuming completion of SPA through open offer	
		Number of shares	% of shareholding		Number of shares	% of shareholding		Number of shares	% of shareholding
A	Promoters and Promoters Group Holding								
	A1) Indian								
	Individuals/Hindu undivided Family								
	Savji D Patel	31,24,000	37.39	0	31,24,000	7.21	0	0	0.00

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Sr . N o	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue		SPA	\$Post shareholding assuming completion of SPA through open offer	
		Number of shares	% of shareholding		Number of Equity shares	Number of shares		Number of shares	Number of shares
	Ushaben Savjibhai Patel	27,96,000	33.46	0	27,96,000	6.45	0	10,00,000	2.31
	Pintu Kanjibhai Kalavadia	0	0.00	82,11,874	82,11,874	18.94	14,62,251	96,74,125	22.31
	Prashant K Kalavadia	0	0.00	82,11,874	82,11,874	18.94	18,56,031	1,00,67,905	23.22
	Umang Kantilal Savani	0	0.00	42,61,202	42,61,202	9.83	12,93,578	55,54,780	12.81
	Kalpesh Patel	0	0.00	10,15,050	10,15,050	2.34	3,08,140	13,23,190	3.05
	<b>Any Other (specify)</b>	0	0.00	0	0	0	0	0	0
	<b>TOTAL (A)</b>	<b>59,20,000</b>	<b>70.85</b>	<b>2,17,00,000</b>	<b>2,76,20,000</b>	<b>63.71</b>	<b>49,20,000.00</b>	<b>2,76,20,000</b>	<b>63.71</b>
<b>B</b>	<b>Non-Promoters Shareholding</b>								
	B1) Institutions	0	0.00	0	0	0.00	0	0	0.00
	B2) Institutions (Domestic)	0	0.00	0	0	0.00	0	0	0.00
	Banks	0	0.00	0	0	0.00	0	0	0.00
	NBFCs registered with RBI	0	0.00	0	0	0.00	0	0	0.00
	Other financial Institution	0	0.00	0	0	0.00	0	0	0.00
	B3) Institutions (Foreign)	0	0.00	0	0	0.00	0	0	0.00
	B4) Central Government/ State Government(s)/ President of India	0	0.00	0	0	0.00	0	0	0.00
	B5) non-institutions	0	0.00	0	0	0.00	0	0	0.00
	Investor Education and Protection Fund (IEPF)	7,374	0.09	0	7,374	0.02	0	7,374	0.02
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	12,30,641	14.73	5,00,000	17,30,641	3.99	0	17,30,641	3.99
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	11,81,780	14.14	0	11,81,780	2.73	0	11,81,780	2.73
	Non- Resident NRI	78	0.00	0	78	0.00	0	78	0.00
	Body corporate	759	0.01	0	759	0.00	0	759	0.00
	Others								
	HUF	14,048	0.17	0	14,048	0.03	0	14,048	0.03
	LLP	320	0.00		56,00,320	12.92	0	56,00,320	12.92

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Sr . N o	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue		SPA	\$Post shareholding assuming completion of SPA through open offer	
		Number of shares	% of shareholding		Number of Equity shares	Number of shares		Number of shares	% of shareholding
				56,00,000					
	Firm	0	0.00	72,00,000	72,00,000	16.61	0	72,00,000	16.61
	<b>TOTAL (B)</b>	<b>24,35,000</b>	<b>29.14</b>	<b>1,33,00,000</b>	<b>1,57,35,000</b>	<b>36.29</b>	<b>0</b>	<b>1,57,35,000</b>	<b>36.29</b>
	<b>TOTAL (A+B)</b>	<b>83,55,000</b>	<b>100.00</b>	<b>3,50,00,000</b>	<b>4,33,55,000</b>	<b>100.00</b>	<b>49,20,000.00</b>	<b>4,33,55,000</b>	<b>100.00</b>

**Note:**

- a. \* Pre issue shareholding is as on 31<sup>st</sup> December, 2025.
- b. The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s):
  - i) # The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
  - ii) \$ Assuming completion of acquisition of 49,20,000 (Forty-Nine Lakhs Twenty Thousand) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the share purchase agreement dated January 30, 2026 and
  - iii) \$Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

**(xi) Proposed time within which allotment shall be completed:**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

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**(xii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:**

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

Sr. No.	Name of the Proposed Allottee	Category	No. of equity Shares	Identity of the ultimate Beneficial Owners
1	Pintu Kanjibhai Kalavadia	Proposed Promoter	82,11,874	Not Applicable
2	Prashant K Kalavadia	Proposed Promoter	82,11,874	Not Applicable
3	Umang Kantilal Savani	Proposed Promoter	42,61,202	Not Applicable
4	Kalpesh Patel	Proposed Promoter	10,15,050	Not Applicable
5	Apex Advisors LLP	Non-Promoter	27,50,000	Jaydeep Dhansukhbhai Vora
6	Quantam Strategic Advisors LLP	Non-Promoter	28,50,000	Bhavika Praulkumar Mehta
7	Jayantilal Ramniklal Dholakia	Non-Promoter	1,25,000	Not Applicable
8	Nimish Jayantilal Dholakia	Non-Promoter	1,25,000	Not Applicable
9	Nimit Jayantilal Dholakia	Non-Promoter	1,25,000	Not Applicable
10	Heena Nimit Dholakia	Non-Promoter	1,25,000	Not Applicable
11	*i) Falguni Chandresh Lotia ii) Chandresh Lotia (Partner of Partnership Firm of Pranir Investments)	Non-Promoter	72,00,000	i) Falguni Chandresh Lotia ii) Chandresh Lotia
	<b>Total</b>		<b>3,50,00,000</b>	

\*Payment will be made by partnership firm i.e Pranir investments.

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**(xiii) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares	No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 49,20,000 equity shares in accordance with the share purchase agreement ("SPA")]	
			No. of equity shares	%age		No. of equity shares	No. of shares		No. of equity shares	No. of shares
	<b>Promoters/ Promoter group</b>									
1	Pintu Kanjibhai Kalavadia	Not Applicable	NIL	N.A	82,11,874	82,11,874	18.94	14,62,251	96,74,125	22.31
2	Prashant K Kalavadia	Not Applicable	NIL	N.A	82,11,874	82,11,874	18.94	18,56,031	1,00,67,905	23.22
3	Umang Kantilal Savani	Not Applicable	NIL	N.A	42,61,202	42,61,202	9.83	12,93,578	55,54,780	12.81
4	Kalpesh Patel	Not Applicable	NIL	N.A	10,15,050	10,15,050	2.34	3,08,140	13,23,190	3.05
	<b>Non-Promoter</b>									
5	Apex Advisors LLP	Jaydeep Dhansukhbhai	NIL	N.A	27,50,000	27,50,000	6.34	NIL	27,50,000	6.34

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Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares	No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 49,20,000 equity shares in accordance with the share purchase agreement ("SPA")]	
			No. of equity shares	%age		No. of equity shares	No. of shares		No. of equity shares	%age
		Vora								
6	Quantam Strategic Advisors LLP	Bhavika Prafulkumar Mehta	NIL	N.A	28,50,000	28,50,000	6.57	NIL	28,50,000	6.57
7	Jayantilal Rammiklal Dholakia	Not Applicable	NIL	N.A	1,25,000	1,25,000	0.29	NIL	1,25,000	0.29
8	Nimish Jayantilal Dholakia	Not Applicable	NIL	N.A	1,25,000	1,25,000	0.29	NIL	1,25,000	0.29
9	Nimit Jayantilal Dholakia	Not Applicable	NIL	N.A	1,25,000	1,25,000	0.29	NIL	1,25,000	0.29
10	Heena Nimit Dholakia	Not Applicable	NIL	N.A	1,25,000	1,25,000	0.29	NIL	1,25,000	0.29
11	**i) Falguni Chandresh Lotia ii) Chandresh Lotia (Partner of Partnership Firm of Pranir Investments)	i) Falguni Chandresh Lotia ii) Chandresh Lotia	NIL	N.A	72,00,000	72,00,000	16.61	NIL	72,00,000	16.61

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Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares	No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 49,20,000 equity shares in accordance with the share purchase agreement ("SPA")]		
			No. of equity shares	%age		No. of equity shares	%age		No. of equity shares	No. of shares	
	<b>Total</b>		<b>NIL</b>	<b>N.A</b>	<b>3,50,00,000</b>	<b>3,50,00,000</b>	<b>80.73</b>	<b>49,20,000</b>		<b>3,99,20,000</b>	<b>92.08</b>

- a) \* Pre issue shareholding is as on 31<sup>st</sup> December, 2025
- b) \*\*Payment will be made by partnership firm i.e Pranir investments.
- c) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s):
  - i) # The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
  - ii) \$ Assuming completion of acquisition of 49,20,000 (Forty-Nine Lakhs Twenty Thousand) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the share purchase agreement dated January 30, 2026 and
  - iii) \$Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

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(xiv) **Changes in control, if any, in the Company consequent to the issue:**

Pursuant to the proposed acquisition of equity shares through the Share Purchase Agreement (SPA), along with the proposed allotment of shares to the Proposed Promoter, there may arise an obligation to comply with the provisions of Regulations 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”). As the cumulative acquisition is expected to breach the prescribed thresholds, the Proposed Promoter shall be required to make an Open Offer in accordance with the applicable provisions of the SEBI Takeover Regulations.

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoter and Promoter Group in accordance with the Share Purchase Agreement and Share Subscription Agreement. Therefore, there will be change in control as contemplated under Regulation 3(1) and 4 of SEBI SAST Regulations, Companies Act, 2013 and the Listing Regulations. The proposed promoters intend to give a public announcement for an open offer in accordance with the SEBI (SAST) Regulations, 2011.

(xv) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not issued or allotted any equity shares of the Company during the financial year 2025-26.

(xvi) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:**

Not applicable as the allotment is not being made for consideration other than cash.

(xvii) **Lock in Period:**

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations.

(xviii) **Certificate from Practicing Company Secretary:**

A certificate from the Practicing Company Secretary Pooja Gala & Associates (Membership No. 69393; COP: 25845; peer review: 5760/2024) certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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as required under chapter V, Regulation 163 (2) of SEBI (ICDR) Regulations has been obtained. The Certificate will also be available on the Company's website

[https://sjcorp.in/news-pdf/pref\\_issue/Compliance%20Certificate%20under%20163\(2\)%20of%20SEBI%20\(ICDR\)%20Reg%202018.pdf](https://sjcorp.in/news-pdf/pref_issue/Compliance%20Certificate%20under%20163(2)%20of%20SEBI%20(ICDR)%20Reg%202018.pdf)

(xix) **Undertakings:**

In accordance with the SEBI ICDR Regulations;

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- ii. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- iv. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of postal ballot seeking shareholders' approval by way of special resolution;
- v. The Company is in compliance with the conditions for continuous listing;
- vi. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- vii. No person belonging to the promoter / promoter group have sold / transferred any equity shares of the Company during 90 trading days preceding the Relevant Date.
- viii. The Proposed Allottees have not sold/transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.
- ix. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.

(xx) **Disclosure pertaining to willful defaulters or a fraudulent borrower:**

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

(xxi) **Disclosure pertaining to Fugitive Economic Offender:**

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(xxii) **Current and proposed Status of the Proposed Allottee post preferential issue:**

The proposed allotment shall be made to the promoters as well as to the non-promoters, and the details of the same are mentioned below:

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Sl. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed status of the Proposed Allottee post the preferential issue
1	Pintu Kanjibhai Kalavadia	Non-Promoter	Proposed Promoter
2	Prashant K Kalavadia	Non-Promoter	Proposed Promoter
3	Umang Kantilal Savani	Non-Promoter	Proposed Promoter
4	Kalpesh Patel	Non-Promoter	Proposed Promoter
5	Apex Advisors LLP	Non-Promoter	Non-Promoter
6	Quantam Strategic Advisors LLP	Non-Promoter	Non-Promoter
7	Jayantilal Ramniklal Dholakia	Non-Promoter	Non-Promoter
8	Nimish Jayantilal Dholakia	Non-Promoter	Non-Promoter
9	Nimit Jayantilal Dholakia	Non-Promoter	Non-Promoter
10	Heena Nimit Dholakia	Non-Promoter	Non-Promoter
11	*i) Falguni Chandresh Lotia ii) Chandresh Lotia (Partner of Partnership Firm of Pranir Investments)	Non-Promoter	Non-Promoter

\*Payment will be made by partnership firm i.e Pranir investments.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at Item no. 1 for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 1.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No. 1 to the Notice, to the members of the company for their approval by way of passing Special resolution.

## **ITEM No. 2: REGULARIZATION OF ADDITIONAL DIRECTOR MR. MAULIK PRAVINBHAI DALSANIYA (DIN: 11409312) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

At the Board Meeting of the Company held on January 01, 2026 the Board had appointed Maulik Pravinbhai Dalsaniya (DIN: 11409312) as an Additional Non-Executive Independent Director w.e.f. January 01, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, Maulik Pravinbhai Dalsaniya (DIN: 11409312) holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Maulik Pravinbhai Dalsaniya (DIN: 11409312) shall be effective upon approval by the members in the Meeting. Maulik Pravinbhai Dalsaniya (DIN: 11409312) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for

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independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief resume of Mr. Maulik Pravinbhai Dalsaniya having Degree of Master in Commerce. He has experience more than 12 years in accounting and financial operations and ensuring accuracy and efficiency in all processes and ensuring accurate financial reporting and compliances.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2).

Name of the Director	Maulik Pravinbhai Dalsaniya
Director Identification No.	11409312
Date of Birth	03/05/1990
Age	36 years
Nationality	Indian
Date of Appointment or reappointment on the Board	01/01/2026
Qualifications	Master in Commerce
Brief Profile & Experience	He has experience more than 12 years in accounting and financial operations and ensuring accuracy and efficiency in all processes and ensuring accurate financial reporting and compliances.
Expertise in specific functional area	accounting and financial operations
Number of shares held in the Company as on date of this AGM Notice	NIL
Number of Board Meetings attended during the year	NIL
Last drawn remuneration	NIL
List of the directorships held in other companies as on date of this AGM notice	NIL
Chairman/Member in the Committees of the other companies in which he is Director	NIL
Listed entities from which has/she has resigned in the past three years	NIL
Relationships between Directors inter-se.	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Accurate financial reporting and compliances

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None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.02 of the Notice.

The Board considers it desirable to appoint Mr. Maulik Pravinbhai Dalsaniya as Independent Director and recommend this Resolution for approval of the shareholders.

## **ITEM No. 3: REGULARIZATION OF ADDITIONAL DIRECTOR MR. JAGDISH VIJAYBHAI PAMBHAR (DIN: 11409403) AS EXECUTIVE DIRECTOR OF THE COMPANY**

At the Board Meeting of the Company held on January 01, 2026 the Board had appointed Jagdish Vijaybhai Pambhar (DIN: 11409403) as an Additional Non-Executive Independent Director w.e.f. January 01, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, Jagdish Vijaybhai Pambhar (DIN: 11409403) holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Jagdish Vijaybhai Pambhar (DIN: 11409403) shall be effective upon approval by the members in the Meeting. Jagdish Vijaybhai Pambhar (DIN: 11409403) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Brief resume of Mr. Jagdish Vijaybhai Pambhar having a Degree of Bachelor in Commerce. He has experience more than 16 years in Detail-oriented and results-driven Account & Finance Manager with proven experience in financial planning, budgeting, accounting operations, and compliance. Skilled in managing financial records, preparing reports, optimizing costs, and supporting strategic business decisions. Strong analytical ability with excellent leadership and communication skills.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2).

Name of the Director	Jagdish Vijaybhai Pambhar
Director Identification No.	11409403
Date of Birth	05/10/1984
Age	42
Nationality	Indian
Date of Appointment or reappointment on the Board	01/01/2026
Qualifications	Bachelor in Commerce
Brief Profile & Experience	Mr. Jagdish Vijaybhai Pambhar having a Degree of Bachelor in Commerce. He has experience more than 16 years in Detail-oriented and results-driven Account & Finance Manager with proven experience in financial

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	planning, budgeting, accounting operations, and compliance. Skilled in managing financial records, preparing reports, optimizing costs, and supporting strategic business decisions. Strong analytical ability with excellent leadership and communication skills.
Expertise in specific functional area	He has experience more than 16 years in Detail-oriented and results-driven Account & Finance Manager with proven experience in financial planning, budgeting, accounting operations, and compliance
Number of shares held in the Company as on date of this AGM Notice	NIL
Number of Board Meetings attended during the year	NIL
Last drawn remuneration	NIL
List of the directorships held in other companies as on date of this AGM notice	NIL
Chairman/Member in the Committees of the other companies in which he is Director	NIL
Listed entities from which has/she has resigned in the past three years	NIL
Relationships between Directors inter-se.	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Skilled in managing financial records, preparing reports, optimizing costs, and supporting strategic business decisions. Strong analytical ability with excellent leadership and communication skills.

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 03 of the Notice.

The Board considers it desirable to appoint Mr. Jagdish Vijaybhai Pambhar as Executive Director and recommend this Resolution for approval of the shareholders.

## **ITEM No. 4: TO APPROVE ACQUISITION OF M/S. FISHFA RUBBERS LIMITED (“FRL”) FROM EXISTING SHAREHOLDERS OF FRL**

### **Background, details and benefits of the transaction:**

M/s. Fishfa Rubbers Limited (“FRL”/ “Target Company”) is a company incorporated in the year 2000 and is presently engaged in the manufacturing of Rubbers for Butyl reclaim rubber, Whole tyre reclaim rubber, Natural tube rubber and EPDM reclaim rubber, and dealing in tyre scrap (shredded, bales, or cut), steel and industrial chemicals and pigments including red oxide, sustainable fuels including pyrolysis oil, sustainable aviation fuel (SAF), sustainable marine fuel, and sustainable diesel fuel, Pyro/Raw char and recovered carbon black (rCB) derived from waste materials, along with the

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management and commercialization of all related by-products and waste-to-energy solutions (further details of FRL is available on website [www.fishfarubbers.com](http://www.fishfarubbers.com)).

The equity shares of FRL are held by Existing shareholder who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the “Sellers” and each individually a “Seller”). FRL is an unlisted Company.

Presently, the Company proposes to acquire FRL which shall be carrying business of Manufacturing of Rubber for Butyl reclaim rubber and Whole tyre reclaim rubber. Accordingly, the approval of the Shareholders’/Members’ is sought for below transactions in the special business of the Company:

The acquisition by the Company through purchase of 43,49,994 (Forty-Three Lakhs Forty-Nine Thousand Nine Hundred Ninety-Four) equity shares having face value of ₹ 10/- (Rupees Ten Only) each representing 99.99% (Ninety-Nine point Ninety-Nine percent) of the total issued and paid-up equity share capital on a fully diluted basis of FRL with the existing shareholder who collectively hold 100% (one hundred percent) of the equity shareholding in the Target Company (collectively referred to as the “Sellers” and each individually a “Seller”) for a cash consideration of not exceeding Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only) subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/ or other documents, agreements and/or instruments in this regard (collectively, the “Definitive Agreements”). Post completion of this transaction FRL shall become Wholly Owned Subsidiary (WOS) of the Company; and

*Provided that the transaction value aggregating the amount mentioned above shall not exceed Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only).*

The abovementioned consideration has been arrived based on valuation report of FRL from the Independent Registered Valuer CS Abhishek Chhajed (Registration No – IBBI/RV/03/2020/13674).

**\*Note: The proposed acquisition amount to Rs. 47.16 crore which will be funded as below:**

- a) Through issue of fresh equity shares by way of Preferential issue: 42.00 crore
- b) Through internal accruals of the Company : 5.16 crore

The details as required under SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith as:

<b>Sr. No</b>	<b>Disclosure</b>	<b>Information</b>
1	Name of the target entity, details in brief such as size, turnover etc.	Fishfa Rubbers Limited (“FRL”)  The Unaudited financial statement of FRL as on September 30, 2025, turnover (other income) is of Rs. In lakhs 9,677.09.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details	No as on date it is not a related party transaction, however after successful completion of proposed open offer issued by Mr. Pintu Kanjibhai Kalavadia, Mr. Prashant K Kalavadia, Mr. Umang Kantilal Savani and Mr. Kalpesh Patel the propose

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<b>Sr. No</b>	<b>Disclosure</b>	<b>Information</b>
	thereof and whether the same is done at “arm’s length”	acquisition will be treated as related party transaction, as they are already shareholders in FRL.
3	Industry to which the entity being acquired belongs	FRL is presently into manufacturing of Rubbers for Butyl reclaim rubber, Whole tyre reclaim rubber, Natural tube rubber and EPDM reclaim rubber and dealing in tyre scrap (shredded, bales, or cut), steel and industrial chemicals and pigments including red oxide, sustainable fuels including pyrolysis oil, sustainable aviation fuel (SAF), sustainable marine fuel, and sustainable diesel fuel, Pyro/Raw char and recovered carbon black (rCB) derived from waste materials, along with the management and commercialization of all related by-products and waste-to-energy solutions.
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The object of the acquisition is that the proposed acquirers/promoters have rich experience in rubber business and after change in the management of SJ Corporation Limited; they intend to do rubber business in SJ Corporation Limited. The effects of the acquisition will be beneficial to the public shareholders of SJ Corporation Limited and it will improve revenue and profitability of SJ Corporation Limited.
5	Brief details of any governmental or regulatory approvals required for the acquisition	The proposed transaction shall be subject to approval of the shareholders or may be subject to the other statutory and/or regulatory approvals (if any), and/ or third-party approval(s) / consent(s) (if any), as identified under the definitive agreements executed/to be executed from time to time and/or other documents, agreements and/or instruments in this regard.
6	Indicative time period for completion of the acquisition	The proposed transaction is likely to be completed within 12 months or any other date as may be agreed between the parties and is subject to fulfilment of condition precedents as agreed between the parties and receipt of requisite regulatory, statutory, shareholders and other approvals / consents as may be required.
7	Nature of consideration - whether cash	Cash Consideration

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<b>Sr. No</b>	<b>Disclosure</b>	<b>Information</b>
	consideration or share swap and details of the same;	
8	Cost of acquisition and/or the price at which the shares are acquired	<p>i. The acquisition of 43,49,994 equity shares of Rs. 10/- each representing 99.99% paid up equity shares of FRL for a cash consideration not exceeding Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only) subject to applicable taxes and such deductions and/or adjustments as specified in the offer letter(s), share purchase agreement(s), and/or other documents, agreements and/or instruments in this regard, and subject to the terms and conditions as set forth in the definitive documents as agreed, finalised and executed in this regard from time to time (collectively, the “Definitive Agreements”). Post the acquisition, FRL shall become a wholly owned subsidiary of the Company; The above consideration has been arrived @ Rs. 108.42 per share based on the valuation report of Independent Registered Valuer CS Abhishek Chhajed (Registration No. IBBI/RV/03/2020/13674) and</p> <p>ii. After FRL becomes a wholly owned subsidiary, since FRL has already bank facilities of Rs 182.81 Crore (Rubber Business), the said amount will be used for working capital and for business activities purposes.</p> <p>Provided that the transaction value aggregating an amount mentioned in point no. (i) and (ii) shall not exceed Rs. 47,16,26,350/- (Rupees Forty-Seven Crore Sixteen Lakhs Twenty-Six Thousand Three Hundred Fifty Only).</p>
9	Percentage of shareholding / control acquired and / or number of shares acquired	<p>99.99% paid equity share capital of FRL.</p> <p>Post-acquisition, FRL would become a Wholly Owned Subsidiary of the Company, which is subject to fulfillment of condition precedents as</p>

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Sr. No	Disclosure	Information
		agreed between the parties and receipt of requisite regulatory, statutory, shareholders and other approvals / consents as may be required.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	FRL is currently carrying on rubber business. Date of Incorporation: 19/05/2000 Country: India Turnover (Rs. In Lakhs) only for Rubber business: 30th September 2025: 9,677.09 FY 2024-25 : 16,317.05 FY 2023-24 : 14512.54 FY 2022-23 : 13325.84

The materiality threshold for the Company for this purpose shall be 10% of the annual turnover of the Company as per the last audited financial statements i.e. as on March 31, 2025 to ₹ 15.31 Crore (excluding other Income). The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company.

Since the transaction value exceeds than 10% of the annual consolidated turnover of the Company as on March 31, 2025, the proposed transaction constitutes to subject to Shareholders'/Members' approval.

The Audit Committee and the Board of Directors have, on the basis of relevant details provided by the management, as required by the law, at its meeting held on January 30, 2026, reviewed and approved the said transaction(s), subject to approval of the Members.

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 04 of the Notice.

	<p style="text-align: right;"><b>By Order of the Board For SJ Corporation Limited</b></p> <p style="text-align: right;">Sd/- <b>Deepak Bhikhalal Upadhyay</b> <b>Managing Director</b> <b>DIN: 02270389</b></p>
<b>Place:</b> Mumbai	
<b>Date:</b> 30/01/2026	

## Registered Office:

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