

Niryat—Sam
APPARELS INDIA LIMITED

Registered Office: A-6, Connaught Place,
New Delhi-110001, Tel.:+91-11-23324245, 23324509
Fax: +91-11-2332 5128, 2332 4773,
Email: sms@siddhomalgroup.com
Website: www.siddhomalgroup.com
CIN- U74899DL1994PLC057056

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through postal ballot, in relation to

- (i) ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY; and
- (ii) ISSUANCE OF 0% NON-CONVERTIBLE REDEEMABLE PREFERENCE
SHARES

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mrs. Sanjana Bhatia Proprietor of M/S Sanjana Bhatia & Associates, M. No. 52237, Address- 106, Nilgiri Apartments, 09 Barakhamba Road, New Delhi-110001, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5 pm on 11th May, 2023.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on or before 13th May, 2023 and communicated to the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.siddhomalgroup.com.

ITEM NO.1: TO CONSIDER ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 of the Companies Act 2013 (the “Act”) and other applicable provisions, if any, of the Act (including any amendments thereto or re- enactment thereof), Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, if any, including approval of other appropriate statutory authorities, institution or bodies, as the case may be necessary in this respect, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for re-classification of the authorized share capital of the Company wherein the authorized share capital of the Company be amended by reclassifying the existing authorized share capital of Rs.35,00,00,000 (Rupees thirty five crores only) comprising of: i) 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-; and ii) 15,00,000 (Fifteen lakhs) 8% Cumulative Redeemable Preference Shares of Rs.100/-(Rupees Hundred only) each amounting to Rs.15,00,00,000/- and iii) 12,00,000 (Twelve lakhs) 0% Non-Convertible Redeemable Preference Shares of Rs.100/- (Rupees Hundred only) each amounting to Rs.12,00,00,000 each into Rs.35,00,00,000 (Rupees thirty five crores only) comprising of: i) 80,00,000 (Eighty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-; and ii) 27,00,000 (Twenty Seven lakhs) 0% Non-Convertible Redeemable Preference Shares of Rs.100/- (Rupees Hundred only) each amounting to Rs.27,00,00,000/-.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and applicable provisions of Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the existing clause (V) of the Memorandum of Association of the Company be altered by deletion of the existing clause and by substitution thereof with the following:

Clause V – Memorandum of Association

V. The Authorised Share Capital of the Company is Rs.35,00,00,000 (Rupees Thirty Five crores only) divided into:

- a) 80,00,000 (Eighty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-(Rupees Eight crores only); and
- b) 27,00,000 (Twenty Seven lakhs) 0% Non-Convertible Redeemable Preference

Shares of Rs.100/-(Rupees Hundred only) each amounting to Rs.27,00,00,000/- (Rupees Twenty Seven crores only);

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Managing Director or any of the Director of the Company or the Company Secretary be and are hereby authorized severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question(s) that may arise in this regard, 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 authority of this resolution.”

ITEM NO.2: TO CONSIDER ISSUANCE OF 0% NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 and 9 of The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to all applicable laws, approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies and in accordance with the Memorandum and Articles of Association of the Company, consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot up to 15,00,000 0% Non-Convertible Redeemable Preference Shares of face value of INR 100 each aggregating to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) on private placement basis to i) any entity/person for cash at par; and/or ii) directors and group companies, including Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director at par for conversion of the existing/future unsecured loan (including interest outstanding thereon, if any up to the date of such conversion) extended by them to the Company into **0% Non-Convertible Redeemable Preference Shares (NCRPS)**, on the terms and conditions as may be decided and approved by the board.

RESOLVED FURTHER THAT out of the above approval for offer, issue and allotment of 15,00,000 0% Non-Convertible Redeemable Preference Shares of face value of Rs.100 each aggregating to Rs.15 crores, the Board of Directors are be and hereby authorized to decide from time to time about number and value of 0% NCRPS to be offered, issued and allotted on private placement basis **i)** partly to any entity(ies)/person(s) for cash at par as the board may deem fit; and/or **ii)** partly to directors and group companies, including Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director

at par for conversion of the existing/future unsecured loan (including interest outstanding thereon, if any, up to the date of such conversion) extended by them to the Company, provided the aggregate offer, issuance, allotment of 0% Non-Convertible Redeemable Preference Shares (NCRPS) for (i) and (ii) shall not exceed the above approval granted in this regard for offer, issue and allotment of 0% NCRPS of Rs.15 crores. Further, the terms and conditions and manner for offer, issue and allotment of the above 0% NCRPS be decided by the Board, in its absolute discretion as it may deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the terms and other particulars in respect of the above creation, issuance and offer and allotment of 0% Non-Convertible Redeemable Preference Shares of face value of INR 100 per share on private placement basis will be as under:

- i) The NCRPS shall be non-participating in surplus funds and in surplus assets and profits, onwinding-up which may remain after the entire capital has been repaid;
- ii) NCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend, if any, and repayment of capital;
- iii) The NCRPS shall have a voting right applicable as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
- iv) NCRPS shall be issued on non-cumulative basis and shall not be convertible into equity shares;
- v) NCRPS will carry a coupon rate of 0% p.a.; and
- vi) The NCRPS shall be redeemed at par on the face value on such date as determined by the Board but not later than a period exceeding 20 years from the date of allotment.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit.”

For and on behalf of Board of Directors

Place: New Delhi

Date: 05.04.2023

(Subodh Kumar Jain)

Managing Director

DIN 00031010

EXPLANATORY STATEMENT:

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Items of the accompanying notice.

Item No.1

The Authorized Share Capital of the Company at present is Rs.35,00,00,000 (Rupees Thirty Five Crores only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-, 15,00,000 (Fifteen lakhs) 8% cumulative redeemable Preference Shares (CRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.15,00,00,000/- and 12,00,000 (Twelve lakhs) 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.12,00,00,000/-.

The resolution set out in Item No.1 seeks to alter the capital clause V of the Memorandum of Association in order to re-classify the existing authorized share capital of Rs.35,00,00,000 (Rupees Thirty Five Crores only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-, 15,00,000 (Fifteen lakhs) 8% cumulative redeemable Preference Shares (CRPS) of Rs.100/-(Rupees Hundred only) amounting to Rs.15,00,00,000/- and 12,00,000 (Twelve lakhs) 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.12,00,00,000/- **into** Rs.35,00,00,000 (Rupees Thirty Five crores only) comprising of 80,00,000 (Eighty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each amounting to Rs.8,00,00,000/-; and 27,00,000 (Twenty Seven lakhs) 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.27,00,00,000/-;

The above reclassification of share capital and consequent alteration of Memorandum of Association is necessary is required for fresh creation, offer and allotment of 0% Non-Convertible Redeemable Preference Shares (NCRPS) for cash at par and/or for converting the existing/future loan dues along with interest from various Directors and Group Companies into 0% NCRPS. Resolution set out in Item No. 2 is relating to

creation, offer and allotment of 0% NCRPS to any entity(ies)/Person(s) for cash at par and/or for conversion of money borrowed from group companies and director of the company into 0% NCRPS. As a result of above, the nominal capital of 0% NCRPS would increase therefore, it is necessary to amend the capital clause of the Memorandum of Association in which the existing 8% cumulative redeemable Preference Shares (CRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.15,00,00,000/- is proposed to be re-classified as 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.100/-(Rupees Hundred only) each amounting to Rs.15,00,00,000/. In terms of the provisions of the Companies Act, 2013 for reclassification of the authorized share capital as aforesaid and making the necessary amendments thereto in the capital clause of the Memorandum of Association of the Company, the Company is required to obtain the approval of the members of the Company through special resolution.

The Directors accordingly recommend the resolution at set out in Item No.1 for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice, except to the extent of their individual shareholding in the Company.

The Memorandum of Association of the Company together with the proposed alteration is open for inspection by the members at the registered office of the Company on all working days, except Saturdays and Sundays, during business hours upto the date of the AGM.

Item No.2:

In order to meet its funds requirements in the past unsecured loans from Directors and group companies were raised in the best interest of the Company. However, considering the financial position of the Company, it may not be able to service the loan taken above. Further, the Company may need funds to meet its business needs from time to time. Accordingly, it is proposed to authorize the Board to offer, issue and allot 15,00,000 0% NCRPS aggregating to Rs.15 cores on private placement basis partly to i) any entity(ies)/person for cash at par as the board may deem fit; and/or ii) directors and group companies, including Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director at par for conversion of the existing/future unsecured loan (including interest outstanding thereon, if any) extended by them to the Company, provided the aggregate offer, issuance, allotment of 0% Non-Convertible Redeemable Preference Shares (NCRPS) in above manner shall not exceed Rs.15 crores.

Further, As per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Further, Rule 9(1) (a) of Companies (Share Capital and Debentures) Rules, 2014 requires issuance of preference shares to be authorized by passing a special resolution in the general meeting of the company.

The Board at its meeting held on 27th March, 2023 approved, subject to approval of shareholder, the offer, issue and allotment of fresh 15,00,000 0% NCRPS of Rs.100/- each amounting to Rs.15 crores on private placement basis partly to i) any entity(ies)/person for cash at par as the board may deem fit; and/or ii) directors and group companies, including Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director, part of promoters group, at par for conversion of the existing/future unsecured loan (including interest outstanding thereon, if any up to the date of conversion) extended by them to the Company, provided the aggregate offer, issuance, allotment of 0% Non-Convertible Redeemable Preference Shares (NCRPS) in above manner shall not exceed Rs.15 crores. The existing unsecured loans including interest outstanding thereon as on 31st March 2023 taken from Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director, part of promoters group, was Rs. 6,36,75,616.00, Rs. 3,26,45,436.00 and Rs. 10,00,000 respectively.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

a)	The size of the issue and number of preference shares to be issued and nominal value of each share;	Up to 15,00,000, 0% Non-Convertible Redeemable Preference Shares of Rs.100/- each amounting to Rs.15,00,00,000 (Rupees Fifteen crores only).
b)	The nature of such shares <i>i.e.</i> cumulative or non-cumulative, participating or non participating, convertible or non-convertible;	Non-Cumulative, Non-participating, Non-convertible and Redeemable Preference shares.
c)	The objectives of the issue;	To raise funds and/or for conversion of loan along with interest due into 0% NCRPS. This would enable the company to augment financial resources and simultaneously maintain its capital base without any change in the existing

		equity capital structure.
d)	The manner of issue of shares;	The said NCRPS are proposed to be issued on a private placement basis through circulation of private placement offer letter.
e)	The price at which such shares are proposed to be issued;	The preference shares are non-convertible and are proposed to be issued at face value of Rs.100/- per share.
f)	The basis on which the price has been arrived at;	Not applicable as the non-convertible and non-participating nature of the preference shares with zero dividend being issued at par i.e. Rs.100/-.
g)	The terms of issue, including terms and rate of dividend on each share, etc.;	The proposed Preference shares shall be partly issued for cash at par to such persons/entities as may be decided by board and partly to convert loans along with interest taken from Group Companies/Directors, including from M/s Siddhomal Air Products Private Limited, M/s Sitashri Trading And Finance Private Limited and Mr. Subodh Kumar Jain, the promoter group entity/persons on private placement basis. The rate of dividend shall be Zero. The preference shares shall be non-cumulative and Non-participating. The preference shares shall have voting rights as applicable as per Section 47(2) of the Companies Act, 2013.
h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	The NCRPS shall be redeemed at par on the face value on such date as determined by the Board but not later than a period exceeding 20 years from the date of allotment in accordance with Section 55 of the Companies Act, 2013 read with rules framed thereunder.
i)	The manner and modes of redemption;	The proposed preference shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time
j)	The expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the proposed preference shares to be issued are non-convertible.
k)	Particulars of the offer including date of passing of Board resolution	Refer to (a) to (j) above for particulars of the issue. The date of passing the board resolution for this purpose is

		27 th March, 2023.
l)	Kinds of securities offered and the price at which security is being offered	Refer to (a), (b) and (e) above.
l)	Kinds of securities offered and the price at which security is being offered	Refer to (a), (b) and (e) above.
m)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCRPS will be issued at par.
n)	Name and address of valuer who performed valuation	Not applicable refer (e), (f) and (g).
o)	Amount which the Company intends to raise by way of such securities	The offer, issue and allotment of 0% NRCPS aggregating to Rs.15 crores will be partly for cash at par and/or partly for conversion at par of existing loan dues along with interest into 0% NCRPS.
p)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The Company proposes to offer, issue and allot non-cumulative, non- convertible, non-participating redeemable preference shares at a nominal value of Rs. 100/ per share for cash at par and/or to covert the loans along with interest from Group entities/directors, including from M/s Siddhomal Air Products Private Limited, M/s Sitashri Trading And Finance Private Limited and Mr. Subodh Kumar Jain, the Promoter Group entity/persons on a private placement basis.</p> <p>The NCRPS are unsecured and do not carry any charge on the assets of the Company.</p> <p>The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment.</p> <p>NCRPS shall be redeemable on such date as determined by the board but not later than a period exceeding twenty years from the date of allotment. The redemption will be at par value.</p> <p>The issue will be utilized towards general corporate purpose and/or for conversion of existing unsecured</p>

	loan (including interest outstanding thereon, if any) extended by the directors and group companies into 0%NCRPS.
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q. Current shareholding pattern of the company

i) Equity shareholding pattern as on the date of this Notice:

Shareholders	No. of Equity Shares of Rs.10/- each	Percentage of Shareholding
Shri S.K. Jain (Promoter)	69,39,580	89.31
Other Promoter group entities (with name)		
Shri Lalit Kumar Jain	33,000	0.42
Siddhomal Air Products Pvt. Ltd.	2,26,320	2.91
Mutual Funds	-	-
Public	5,71,700	7.36
Total	77,70,600	100

ii) Preference shareholding pattern as on date of this notice (0% Non Convertible Redeemable Preference Shares):

Shareholders	No. of Preference Shares of Rs.100/- each	Percentage of Shareholding
Shri Subodh Kumar Jain	50,000	4.17
M/s. Siddhomal Air Products Pvt. Ltd	2,20,000	18.33
M/s. Sitashri Trading And Finance Pvt. Ltd	9,30,000	77.50
Total	12,00,000	100

The issue of NCRPS is in accordance with the provisions of the Articles of Association of the Company. There is no default in redemption or payment of dividend on preference shares.

Post offer, issue and allotment of fresh 15,00,000 0% NCRPS of Rs.100 each, the issued and allotted 0% NCRPS will increase from existing 12,00,000 0% NCRPS of Rs.12 crores, as stated above, to 27,00,000 0% NCRPS of Rs. 27 crores and the shareholding pattern thereafter will depend upon the number of such 0% NCRPS allotted to different entities and/or group companies and Directors by the Board.

As per Section 62(1)(c), 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors and/or Committee of the Board duly constituted and authorized to offer, issue and allot 15,00,000, 0% Non-Convertible Redeemable Preference Shares of Rs.100/- each amounting to Rs.15,00,00,000 (Rupees Fifteen Crores) on a private placement basis partly to i) any entity(ies)/person for cash at par as the board may deem fit; and/or ii) directors and group companies, including Siddhomal Air Products Private Limited, Sitashri Trading and Finance Private Limited and Subodh Kumar Jain, Managing Director, part of promoters group, at par for conversion of the existing/future unsecured loan (including interest outstanding thereon, if any up to the date of conversion) extended by them to the Company, provided the aggregate offer, issuance, allotment of 0% Non-Convertible Redeemable Preference Shares (NCRPS) in above manner shall not exceed Rs.15 crores. The terms and conditions and manner for the above are decided by the Board, in its absolute discretion in the best interest of the Company.

The Directors accordingly recommend the resolution at set out in Item No. 2 for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their individual shareholding in the Company.

The Memorandum of Association of the Company together with the proposed alteration is open for inspection by the members at the registered office of the Company on all working days, except Saturdays and Sundays, during business hours upto the date of the AGM.

For and on behalf of Board of Directors

Place: New Delhi

Date: 05.04.2023

(Subodh Kumar Jain)

Managing Director

DIN 00031010

Notes

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Mrs. Sanjana Bhatia Proprietor of M/s Sanjana Bhatia & Associates, M.No. 52237, Address- 106, Nilgiri Apartments, 09 Barakhamba Road, New Delhi-110001, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Central Depository Services Limited (CDSL) and as on the close of business hours on 31st March, 2023. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from CDSL) as on 31st March 2023 will be considered for the purpose of voting.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 31st March , 2023 and a person who is not a Member as on that date shall treat this Notice for information purposes only.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in New Delhi, where the registered office of the Company is situated, and published on the Company website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to sms@siddhomalgroupp.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his/her vote by proxy on postal ballot.

9. Members who exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. by 5 pm on 11th May, 2023. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope.
10. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5 pm on 11th May, 2023 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
11. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
12. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots. The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 13th May, 2023 at the registered office of the Company and will also be displayed on the website of the Company www.siddhomalgrou.com, the Depository and the Registrar and Share Transfer Agents on the said date.
14. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The date of declaration of results of the postal ballot shall be the date on or before 13th May, 2023.
16. Voting period commences from Wednesday, 12th April, 2023, @ 09.00 a.m. and ends on Thursday, 11th May, 2023 at 5.00 p.m.
17. The date of passing of resolution through postal ballot shall be deemed to be the last date specified by the company for receipt of duly completed postal ballot forms i.e. 11th May, 2023.
18. All the material documents referred to in the explanatory statement will be available for inspection by the members at the registered office of the Company during office hours on all

working days except Saturdays and Sundays, during business hours up to last date of the Postal Ballot, i.e. 11th May, 2023.

19. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support “Green Initiative”, the Members are requested to update their email address with their concerned Depository Participant to enable us to send you necessary documents /communication via email. Members who hold shares in physical form are requested to register their e-mail address with the Registrar M/s Link Intime India Private Limited, Address- Noble Heights, 1st Floor, NH-2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi-1100058, India.

NIRYAT SAM APPARELS (INDIA) LIMITED

Registered Office: A-6, Connaught Place, New Delhi-110001

Tel.: +91-11-23324245, 23324509 Fax: +91-11-2332 5128, 2332 4773

Email: sms@siddhomalgroup.com; Website: www.siddhomalgroup.com

CIN: U74899DL1994PLC057056

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

1 Name(s) of Shareholder(s) (in BLOCK letters) (including joint holders, if any)	
2 Registered address of the sole/first named shareholder	
3 Registered folio No./DP ID No./Client ID No.* (* Applicable to investors holding shares in dematerialized form)	
4 Number of shares held	

5. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the businesses stated in the notice of the Company by giving my/our assent or dissent to the said special resolutions by placing the tick (✓) mark at the appropriate box below.

S. No.	Description	Number of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution: Alteration Of Memorandum Of Association Of The Company for re-classification of Authorized share Capital;			
2.	Special Resolution: Issuance Of 0% Non-Convertible Redeemable Preference Shares			

Place:

Date:

(Signature of the Shareholder/Beneficial Owner)

Notes:

1. Please read carefully the instructions given overleaf.
2. Last date for receipt of the Postal Ballot Form by the Scrutinizer is 11th May, 2023.

INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if send by courier at the expenses of the registered member will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his absence, by the next named member.
4. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final. It may please be noted that no writing or endorsement other than expressing the will of the member by appropriate markings as indicated in the Notice should be made on the Postal Ballot Form. Forms with extra writing or endorsement will be summarily rejected.
5. Duly completed Postal Ballot Form should reach the company at its registered office not later than the close of working hours on **11th May, 2023**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the date of dispatch of the notice. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. The consent or dissent may be recorded by placing tick marks in the column against appropriate statements in the table given in Point 5 of the Postal Ballot Form.
8. In case shares held by Companies, Societies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Postal Ballot cannot be exercised by a Proxy.

11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filing it by using erasable writing medium like pencil)
12. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in the instruction no. 5 above.
13. The Special resolutions shall be deemed to have been passed on the last date fixed for voting through Postal Ballot.
14. Members whose email ids are registered with the Depository for shares held in demat form and for members holding physical shares whose email ids are registered with the Company can send their filled Postal Ballot Form to the Scrutinizer on their email id cs@srkco.com. Members to whom postal ballot notice has been sent physically may also send the duly filled Postal Ballot form by post through the self addressed postage prepaid envelope provided with the Postal ballot notice.
15. The Notice along with postal ballot form can be downloaded from www.siddhomalgroup.com.
16. The voting period begins on **12th April, 2023** at **9:00 AM** and ends on **11th May, 2023** at **5:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. **31st March , 2023** may cast their vote. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
17. In case you have any queries or issues regarding postal voting, you may write an email to sms@siddhomalgroup.com or may call on 011-23324245.