

SJ CORPORATION LIMITED

CIN: L22199MH1981PLC452533

Regd. 201, SHYAM BUNGALOW, PLOT NO. 199/200, PUSHPA COLONY, FATIMADEVI SCHOOL LANE, MANCHUBHAI ROAD, Malad East, Mumbai, Malad East, Maharashtra, India, 400097
Tel. No.: 022-35632262; Email: sjcorporation9@yahoo.com; Website: www.sjcorp.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **SJ CORPORATION LIMITED** (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company for seeking the approval of its Members of the Company by way of Special/ordinary resolution for the business set out hereunder; to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 17/2020 dated April 13, 2020 20/2020 dated May, 05, 2020 read with other relevant circulars, including General Circular No. 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the MCA (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“**Notice**”).

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (“**remote e-voting**”) only. For this purpose, the Company has availed the services of MUFG Intime India Pvt. Ltd (“**MUFG Intime**”) to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company in its meeting held on Saturday, 30th May 2026 has appointed **Ms. Aparna Tripathi from M/s. Aparna Tripathi & Associate**, Practicing Company Secretary, Mumbai having Membership No. ACS 67594 and COP No. 25278 to act as a Scrutinizer to conduct the Postal Ballot voting process (only through remote e-voting process) in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company (www.sjcorp.in) and on the website of **MUFG Intime India Pvt. Ltd** at <https://instavote.linkintime.co.in>). The Results will also be communicated to BSE Limited where the

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Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote **e-voting i.e. 03rd July, 2026** in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

ITEM NO. 1: TO APPROVE SHIFTING OF REGISTERED OFFICE FROM MAHARASHTRA TO GUJARAT:

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 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “Maharashtra ” to the “Gujarat”.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company is substituted with the following new clause:

“II. The Registered Office of the Company is situated in the State of Gujarat.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the address of the Registered Office of the Company in the State of Gujarat ROC, Ahmedabad, as they may consider appropriate.

RESOLVED FURTHER THAT the any one of the Directors and/or Company Secretary of the Company be and are hereby jointly/ severally authorized to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/ incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.”

ITEM NO. 2: APPOINTMENT AND REGULARIZATION OF MR. PINTU KANJIBHAI KALAVADIA (DIN: 00385068) AS MANAGING DIRECTOR 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 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s)

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thereof for the time being in force), in this regard from time to time, other applicable laws and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Pintu Kanjibhai Kalavadia (DIN: 00385068), as Managing Director of the Company for a period of 5 (five) years with effect from 30th May, 2026, 2026 till 29th May, 2031, (both days inclusive), and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years or during such financial years when the loss or inadequacy arises, whichever is lower), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and as may be agreed to between the Company and Mr. Pintu Kanjibhai Kalavadia provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V to the Act;

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Pintu Kanjibhai Kalavadia (DIN: 00385068) be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, expedient or desirable in this regard."

ITEM NO.3: RE-DESIGNATE MR. DEEPAK BHIKHALAL UPADHYAY (DIN: 02270389) FROM MANAGING DIRECTOR TO EXECUTIVE DIRECTOR 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 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 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. Deepak Bhikhalal Upadhyay (DIN: 02270389)**, is re-designated from Managing Director to Executive Director (Non-Independent Director) of the Company for a period of five years commencing from 31st May, 2026 till 30th May, 2031 (both days inclusive), on such terms and conditions as may be determined by the Board of Directors in accordance with applicable laws 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 authorized, 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."

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ITEM NO. 4: REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRASHANT KANJIBHAI KALAVADIA (DIN: 02170444) AS EXECUTIVE DIRECTOR 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 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 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. Prashant Kanjibhai Kalavadia (DIN: 02170444)**, 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 **30th May, 2026**, be and is hereby appointed as Executive Director (Non- Independent Director) of the Company for a term of five consecutive years with effect from 30th May, 2026 till 29th May, 2031 (both days inclusive) 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 authorized severally, 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. 5: REGULARIZATION OF ADDITIONAL DIRECTOR MS. EKTA ANKUR DHOLAKIA (DIN: 10150882) AS AN INDEPENDENT WOMAN 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, **Ms. Ekta Ankur Dholakia (DIN: 10150882)**, who was appointed by the Board of Directors as an Additional Non-Executive Independent Women Director with effect from **30th May, 2026**, who qualifies for being appointed as an Independent Woman 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 **30th May, 2026 to 29th May, 2031.**”

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 authorized severally, 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. 6: REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAGNESH KISHORBHAI SONCHHATRA (DIN: 11605316) 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**:

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“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. Pragnesh Kishorbhai Sonchhatra (DIN: 11605316)**, who was appointed by the Board of Directors as an Additional Non-Executive-Independent Director with effect from **30th May, 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 **30th May, 2026 to 29th May, 2031.**”

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 authorized, 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. 7: TO APPROVE INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof, if any, for the time being in force) (‘Act’) and the Articles of Association of the Company, and in supersession of all earlier resolutions, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, inter corporate deposits, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of ₹ **100,00,00,000/- (Rupees One Hundred Crore Only)**, over and above the aggregate of the paid-up capital, free reserves and securities premium account of the Company,

RESOLVED FURTHER THAT any one of Directors of the company or Company secretary, be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

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ITEM NO. 8: TO APPROVE CREATION OF CHARGES ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of all the resolutions passed earlier under Section 180(1)(a) of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“the Board”** which term shall be deemed to include any Committee of the Board constituted / to be constituted / reconstituted by the Board to exercise its powers including the powers conferred by this resolution) under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (**‘Act’**) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and as per the applicable directions/guidelines issued by the Reserve Bank of India (**“RBI”**) and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to create a security/charge on the Company’s receivables from loan assets/book debts/current assets and non-current assets, where ever situated, present and future of the whole or substantially the whole of the undertaking or the undertakings of the Company, on such terms and conditions at such time(s) and in such manner and with such ranking as to priority as the Board in its absolute discretion thinks fit, in favour of any eligible investors/lenders under applicable laws partnership firms, foreign portfolio entities, alternate investment funds, banks, financial institutions, investment institutions, non-banking financial companies, trusts, other bodies corporates, any individual(s) or person(s) and/or any other category of lender, and/or any trustee(s) appointed on behalf of any of the foregoing (hereinafter referred to as the **“Lending Agents”**), to secure any amount borrowed by the Company and/ or its subsidiary(ies), in Indian Rupees and/or in foreign currency, guarantee(s), working capital facilities and/or any other financial assistance obtained/to be obtained by the Company or its subsidiary(ies) (including without limitation any interest, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses, all other monies and any increase on account of revaluation/devaluation/ fluctuation in the rates of foreign currencies involved), from one or more of the aforesaid Lending Agents, up to an amount not **exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crore Only)**, of Company’s receivables from loan assets/ book debts, current assets and non-current assets.

RESOLVED FURTHER THAT in the event wherein the Lenders of the Company invokes the security over the assets of the Company, in accordance with the transaction documents executed with such lenders, from time to time, the approval of the Members of the Company be and is hereby accorded to the Board, to sell, lease and/or dispose of the assets and receivables against loan assets/book debts of the Company, in such manner and upon such terms and conditions as may be decided, up to an amount approved by the Board of Directors from time to time, and up to an amount not exceeding **₹ 100,00,00,000/- (Rupees One Hundred Crore Only)**, of Company’s receivables from loan assets/ book debts, current assets and non-current assets.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign and file relevant e-forms, returns and documents with the Registrar of Companies, to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter and to do all such act(s), deed(s), matter(s) and thing(s) as it may in its absolute and sole discretion consider necessary, proper or desirable, including to delegate all or any of its powers conferred hereunder to any person(s) or Committee(s), to give effect to aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard.”

ITEM NO. 9: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

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“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of **₹ 100,00,00,000/- (Rupees One Hundred Crore Only)**, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to sign and file relevant e-forms, returns and documents with the Registrar of Companies, to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter and to do all such act(s), deed(s), matter(s) and thing(s) as it may in its absolute and sole discretion consider necessary, proper or desirable, including to delegate all or any of its powers conferred hereunder to any person(s) or Committee(s), to give effect to aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard.”

ITEM NO. 10: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of **₹ 100,00,00,000/- (Rupees One Hundred Crore Only)**.

“RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

ITEM NO. 11: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

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

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“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s), alteration or amendments of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with following, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026-2027 and shall be valid up to the date of next general meeting on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs
1	Fishfa Rubbers Limited	Public Company in which a director or his relative is a member or director	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	50.00 Crores
2	Fishfa World Trade Limited	Public Company in which a director or his relative is a member or director	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	50.00 Crores
3	Fishfa Biogenics Limited	Public Company in which a director or his relative is a member or director	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	50.00 Crores
4	Fishfa Bioscience Limited	Public Company in which a director or his relative is a member or director	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	50.00 Crores
5	Sheer Agri World Limited	Public Company in which a director or his relative is a member or director	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission.	50.00 Crores
6	Havlok Developers	A firm, in which a director or his relative is a partner	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	50.00 Crores
7	Pintu Kanjibhai Kalavadia	Director of Company	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission, Salary	50.00 Crores
8	Prashant Kanjibhai	Director of Company	Sale, Purchase, Sale of	50.00 Crores

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Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs
	Kalavadia		Assets Purchase of Assets, Unsecured Loan, Job work, Commission, Salary	
9	Umang Kantilal Savani	Relative of Director of Company	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission, Salary	50.00 Crores
10	Pallas Kalavadia	Relative of Director of Company	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission, Salary	50.00 Crores

RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

ITEM NO. 12: APPROVE THE SALE OF COMPANY PROPERTY:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules (“Rules”) thereunder (including any statutory modification or reenactment thereof for the time being in force), Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) for Sale of land owned by the Company at Kosmada, Taluka- Kamrej, Surat to Dudhat Ashvin Himmatbhai resident of plot no 77, Avadh pulsburry, opp-shantiketan Flora, abrama road, Mota varachha, PO: Mota Varachha, Surat - 394101 at the Consideration not less than Rs. 1,40,50,000 (Rupees One Crore Forty Lakhs Fifty Thousand only), subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking, and documents executed or to be executed by the Company and the Purchaser.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course

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of implementing the above resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.”

Place: Mumbai Date: 30-05-2026	By Order of the Board of Directors For SJ Corporation Limited Sd/- DEEPAK BHIKHALAL UPADHYAY Managing Director DIN: 02270389
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Registered Office:

201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai, Malad East, Maharashtra, India, 400097
CIN: L22199MH1981PLC452533
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NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 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. The Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (in demat form) and with RTA of the Company (in physical form) on **29th May 2026** (“cut-off date”). Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at (www.sjcorp.in). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website and on the RTA’s website <https://instavote.linkintime.co.in>.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **29th May, 2026**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address to RTA www.in.mpms.mufig.com and Company: sjcorporation9@yahoo.com.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to sjcorporation9@yahoo.com.
7. The remote e-voting period will commence on **Thursday, 04th June, 2026 at 09:00 a.m. (IST)** and end on **Friday, 03rd July 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 **Friday, 29th May, 2026, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

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8. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
9. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. **03rd July, 2026**.
10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
11. Members are requested to contact Deepa Ashokkumar Dhamecha, Company Secretary and Compliance Officer (Email ID: SJCORPORATION9@yahoo.com) in case of any query pertaining to the postal ballot.
12. In accordance with Rule 22(3) of the Companies (Management and Administration) Rules, 2014, after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper, where the Registered office of the Company is situated.
13. **REMOTE EVOTING INSTRUCTIONS:**

The instructions for shareholders for voting electronically are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- 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".
- c) Enter the last 4 digits of your bank account / generate 'OTP'

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- 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.nsd.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.
- 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 "MUG 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 registered with CDSL Easi/ Easiest facility

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., MUG Intime. Click on "MUG 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 www.cdslindia.com & click on New System Myeasi Tab
- 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., MUG Intime. Click on "MUG 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 Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. 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.

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- 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 to InstaVote

Shareholders registered for INSTAVOTE facility:

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

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

Shareholders not registered for INSTAVOTE facility:

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

- ❖ User ID: Enter User ID
- ❖ 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.
- ❖ DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- ❖ Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - a. Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
 - b. Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
- ❖ 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).

- ❖ Enter Image Verification (CAPTCHA) Code.
- ❖ 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).

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

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

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

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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.mufig.com and the company at registered email address.

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.

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:
 - i. ‘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.
 - ii. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - iii. ‘Investor PAN’ - Enter your 10-digit PAN.
 - iv. ‘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

- i. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- ii. Click on “Votes Entry” tab under the Menu section.
- iii. 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”.
- iv. Enter “16-digit Demat Account No.”.
- v. 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’.
- vi. 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

- (i) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- (ii) After successful login, you will see “Notification for e-voting”.
- (iii) Select “View” icon for “Company’s Name / Event number”.
- (iv) E-voting page will appear.
- (v) Download sample vote file from “Download Sample Vote File” tab.
- (vi) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.

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(vii) 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.mufig.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.mufig.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.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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>

1. Click on "Login" under 'SHARE HOLDER' tab.
2. Further Click on "forgot password?"
3. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
4. Click on "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

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>

1. Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
2. Click "forgot password?"
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
4. 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>

1. Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
2. Further Click on "forgot password?"
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
4. 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.

SJ CORPORATION LIMITED

CIN: L22199MH1981PLC452533

**Regd. 201, SHYAM BUNGALOW, PLOT NO. 199/200, PUSHPA COLONY, FATIMADEVI SCHOOL LANE, MANCHUBHAI ROAD, Malad East, Mumbai, Malad East, Maharashtra, India, 400097
Tel. No.: 022-35632262; Email: sjcorporation9@yahoo.com; Website: www.sjcorp.in**

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.

General Instructions - Shareholders

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

Place: Mumbai Date: 30-05-2026	By Order of the Board of Directors For SJ Corporation Limited Sd/- Deepak Bhikhalal Upadhyay Managing Director DIN: 02270389
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Registered Office:

201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony,
Fatimadevi School Lane, Manchubhai Road, Malad East,
Mumbai, Malad East, Maharashtra, India, 400097
CIN: L22199MH1981PLC452533
Website www.sjcorp.in / Email: sjcorporation9@yahoo.com

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Tel. No.: 022-35632262; Email: sjcorporation9@yahoo.com; Website: www.sjcorp.in

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 12** of the accompanying notice:

ITEM NO. 1: TO APPROVE SHIFTING OF REGISTERED OFFICE FROM STATE OF MAHARASHTRA TO STATE OF GUJARAT:

Presently the registered office of Company is situated in Mumbai, Maharashtra. Pursuant to change in control and management of the Company and the new management is based in Rajkot, Gujarat, the Board of Directors of the Company at its meeting held on **30th May, 2026** has proposed to shift the registered office of the Company from Mumbai, Maharashtra to Rajkot, Gujarat. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

Approval of the shareholders is, therefore, sought by voting by Postal Ballot for shifting of registered office from the State of Maharashtra to the State of Gujarat as aforesaid.

The Board of Directors recommends passing of the special resolution set out at Item no.1 of the accompanying Notice.

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

ITEM NO. 2: APPOINTMENT AND REGULARIZATION OF MR. PINTU KANJIBHAI KALAVADIA (DIN: 00385068) AS MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors in their Meeting held on 30th May, 2026 approved the appointment of Mr. Pintu Kanjibhai Kalavadia (Din: 00385068), as Managing Director of the Company for a period of 5 (five) years with effect from 30th May, 2026 till 29th May, 2031, (both days inclusive), subject to approval of members, on the terms of remuneration mentioned herein below. The same has been recommendation of the Nomination & Remuneration Committee on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below: -

Salary: Salary has been approved as Rs. 5,00,000/- (Five lacs Rupees) per month or Rs. 60,00,000/- (Rupees Sixty Lakhs)/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

In addition to above, the director of the company is also entitled to perquisites as under:

- i. Commission: Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- ii. Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
- iii. Free use Company's car with driver for company's business.

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- iv. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- v. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- vi. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- vii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- viii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- ix. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- x. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- xi. Valuation of Perquisites: Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- xii. Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- xiii. Computation of ceiling: The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- xiv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- xv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing.

Additional Information of Directors recommended for appointment/ re-appointment in terms of 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	MR. PINTU KANJIBHAI KALAVADIA
Father name	KANJIBHAI KALAVADIA
DIN	00385068
Date of Birth:	28-04-1976
Date of first appointment on Board:	30-05-2026
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Mr. Pintu Kanjibhai Kalavadia is holding degree of Bachelor of Art. A dynamic, visionary, and results-driven person with a proven track record of transforming organizations into high-growth, high-performance enterprises. He has strong leadership quality, having strategic foresight, and the ability to build sustainable business models that thrive in competitive markets. He demonstrates exceptional capability in generating new business, expanding market share, and leading cross-functional teams with a balance of innovation, operational excellence, and profit-oriented decision-making.

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	He is highly skilled in establishing long-term partnerships, driving revenue growth, and navigating organizations through periods of change, modernization, and expansion. He is equipped with deep business acumen, strong financial oversight, and a passion for building purposeful, socially responsible, and environmentally conscious companies that create long-term value for all stakeholders.
Shareholding in the Company as on 31 st March, 2026 (including shareholding as a beneficial owner)	82,11,874 Equity Shares
Relationship with other Directors and Key Managerial Personnel	Mr. Pintu Kanjibhai Kalavadia and Mr. Prashant Kanjibhai Kalavadia are brothers and proposed promoter (Acquirer/New promoter of the Target Company).
Directorships held as on date of this Notice (excluding this Company, foreign companies and Section 8 companies)	1. Fishfa Biogenics Limited 2. Fishfa Rubbers Limited 3. Fishfa World Trade Limited
Chairmanship/ Membership of Board Committees as on date of this Notice	Nil
Listed entities from which resigned in past three years	Nil

The Board of Directors recommends passing the special resolution set out at Item no.2 of the accompanying Notice.

Except Mr. Pintu Kanjibhai Kalavadia and Mr. Prashant Kanjibhai Kalavadia none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at **Item No. 2**.

ITEM NO.3: RE-DESIGNATION OF MR. DEEPAK BHIKHALAL UPADHYAY (DIN: 02270389) FROM MANAGING DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on 30th May, 2026 the Board had re-designated **Mr. Deepak Bhikhalal Upadhyay (Din: 02270389)** as an Executive Director w.e.f. 31st May, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mr. Deepak Bhikhalal Upadhyay (Din: 02270389)** will hold the office for the term of five consecutive years with effect from **31st May, 2026 to 30th May, 2031** and is eligible for appointment as Executive Director.

The appointment of **Mr. Deepak Bhikhalal Upadhyay (Din: 02270389)** shall be effective upon approval by the members in the Meeting. **Mr. Deepak Bhikhalal Upadhyay (Din: 02270389)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Brief resume of **Mr. Deepak Bhikhalal Upadhyay (Din: 02270389) - Mr. Deepak Bhikhalal Upadhyay**. He is having more than 35 years' experience in Diamond business. It will be advantageous for the Company to continue to avail his services and take the benefit of his vast experience and expert knowledge.

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	DEEPAK BHIKHALAL UPADHYAY
Director Identification No.	02270389
Date of Birth	28/05/1959

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Age	67
Nationality	Indian
Date of Appointment or reappointment on the Board	In the Board Meeting held 30 th May, 2026 with effect from 31 st may, 2026.
Qualifications	Under Graduate
Brief Profile & Experience	Mr. Deepak Bhikhhalal Upadhyay is having more than 35 years' experience in Diamond business. It will be advantageous for the Company to continue to avail his services and take the benefit of his vast experience and expert knowledge.
Expertise in specific functional area	Handling Sale & Purchase of Diamond
Number of shares held in the Company as on date of this Notice	Nil
Number of Board Meetings attended during the year	8
Last drawn remuneration	50,000/- PER MONTH
List of the directorships held in other companies as on date of this 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	The Board is of the opinion that his knowledge would be immensely beneficial to the Company and would contribute effectively towards large-scale production facilities, driving profitable business expansion.

The Board of Directors recommends passing the special resolution set out at Item no.3 of the accompanying Notice.

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. Deepak Bhikhhalal Upadhyay (Din: 02270389)** as Executive Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 4: REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRASHANT KANJIBHAI KALAVADIA (DIN: 02170444) AS EXECUTIVE DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on May 30, 2026 the Board had appointed **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) as an Additional Executive Director w.e.f. 30th May, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) will hold the office for the term of five consecutive years with effect from **30th May, 2026 to 29th May, 2031** and is eligible for appointment as Executive Director. There is change in the management of the Company, hence the Acquirer/proposed Promoter **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444), is proposed to be appointed as Executive Director of the Company.

The appointment of **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) shall be effective upon approval by the members in the Meeting. **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Brief resume of **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) - Mr. Prashant Kanjibhai Kalavadia, is Under Graduate. He has over 26 years of multidimensional leadership experience across API pharmaceuticals, butyl reclaim rubber manufacturing, recycling technology, and global business operations. He is exceptionally skilled in steering large-scale production facilities, building operational excellence, driving

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profitable business expansion, and ensuring sustainable, compliant, and high-performance organizational ecosystems.

He possesses deep technical expertise in API development, chemical synthesis, production optimization, and quality systems, alongside strong knowledge of butyl reclaim rubber processes, recycling technologies, and value-added manufacturing workflows. He is recognized for transforming business units, developing new product lines, modernizing production plants, and ensuring robust governance across operations, finance, procurement, supply chain, R&D, and HSE.

A visionary strategist known for scaling businesses, improving plant performance, strengthening customer and regulatory relationships, and fostering an innovation-driven culture that aligns with economic, environmental, and societal well-being.

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	Mr. Prashant Kanjibhai Kalavadia
Director Identification No.	02170444
Date of Birth	04-03-1974
Age	51 years
Nationality	Indian
Date of Appointment or reappointment on the Board	30 th May, 2026
Qualifications	HSC
Brief Profile & Experience	<p>Mr. Prashant Kanjibhai Kalavadia, is Under Graduate. He has over 26 years of multidimensional leadership experience across API pharmaceuticals, butyl reclaim rubber manufacturing, recycling technology, and global business operations. He is exceptionally skilled in steering large-scale production facilities, building operational excellence, driving profitable business expansion, and ensuring sustainable, compliant, and high-performance organizational ecosystems. He possesses deep technical expertise in API development, chemical synthesis, production optimization, and quality systems, alongside strong knowledge of butyl reclaim rubber processes, recycling technologies, and value-added manufacturing workflows. He is recognized for transforming business units, developing new product lines, modernizing production plants, and ensuring robust governance across operations, finance, procurement, supply chain, R&D, and HSE.</p> <p>A visionary strategist known for scaling businesses, improving plant performance, strengthening customer and regulatory relationships, and fostering an innovation-driven culture that aligns with economic, environmental, and societal well-being.</p>
Expertise in specific functional area	He has multidimensional leadership experience across API pharmaceuticals, butyl reclaim rubber manufacturing, recycling technology, and global business operations
Number of shares held in the Company as on date of this Notice	82,11,874
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 notice	1. Fishfa Biogenics Limited

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	2. Fishfa World Trade Limited 3. Fishfa Rubbers Limited
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	Decora West Hills Sector 1 Owners Association Fishfa Agri World Limited
Relationships between Directors inter-se.	Mr. Prashant Kanjibhai Kalavadia and Mr. Pintu Kanjibhai Kalavadia are brothers and proposed promoter (Acquirer/New promoter of the Target Company).
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board is of the opinion that his knowledge would be immensely beneficial to the Company and would contribute effectively towards large-scale production facilities, building operational excellence, driving profitable business expansion and high-performance organizational ecosystems.

The Board of Directors recommends passing the special resolution set out at Item no.4 of the accompanying Notice.

Except Mr. Pintu Kanjibhai Kalavadia and Mr. Prashant Kanjibhai Kalavadia, 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.

The Board considers it desirable to appoint **Mr. Prashant Kanjibhai Kalavadia** (DIN: 02170444) as Executive Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 5: REGULARIZATION OF ADDITIONAL DIRECTOR MS. EKTA ANKUR DHOLAKIA (DIN: 10150882) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

At the Board Meeting of the Company held on **30th May, 2026** the Board had appointed **Ms. Ekta Ankur Dholakia (DIN: 10150882)** as an Additional Non-Executive Independent Woman Director w.e.f. 30th May, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Ms. Ekta Ankur Dholakia (DIN: 10150882)** will hold the office for the term of five consecutive years with effect from **30th May, 2026 to 29th May, 2026** and is eligible for appointment as Non-Executive Independent Woman Director.

The appointment of **Ms. Ekta Ankur Dholakia (DIN: 10150882)** shall be effective upon approval by the members in the Meeting. **Ms. Ekta Ankur Dholakia (DIN: 10150882)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that she meets criteria for 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 **Ms. Ekta Ankur Dholakia (DIN: 10150882)** - CA Ekta Ankur Dholakia is a qualified Chartered Accountant possessing rich professional experience in the fields of audit, taxation, financial consultancy, credit assessment, banking liaison, and corporate advisory services. She has demonstrated expertise in financial management, regulatory compliance, and strategic business consulting through her professional practice and corporate exposure.

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	Mrs. Ekta Ankur Dholakia
Director Identification No.	10150882
Date of Birth	19/09/1989

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Age	37
Nationality	Indian
Date of Appointment or reappointment on the Board	30 th May, 2026
Qualifications	M. Com, Chartered Accountant (CA)
Brief Profile & Experience	CA Ekta Ankur Dholakia is a qualified Chartered Accountant possessing rich professional experience in the fields of audit, taxation, financial consultancy, credit assessment, banking liaison, and corporate advisory services. She has demonstrated expertise in financial management, regulatory compliance, and strategic business consulting through her professional practice and corporate exposure
Expertise in specific functional area	Audit, taxation, financial consultancy, credit assessment, banking liaison, and corporate advisory services. She has demonstrated expertise in financial management, regulatory compliance, and strategic business consulting.
Number of shares held in the Company as on date of this AGM Notice	Nil
Number of Board Meetings attended during the year	N. A.
Last drawn remuneration	N. A.
List of the directorships held in other companies as on date of this AGM notice	1. Fishfa Rubbers Limited 2. Mayank Cattle Food Limited
Chairman/Member in the Committees of the other companies in which he is Director	1. Member of NRC Committee in Fishfa Rubbers Limited and Mayank Cattle Food Limited 2. Member of Audit Committee in Fishfa Rubbers Limited and Mayank Cattle Food Limited
Listed entities from which has/she has resigned in the past three years	N. A.
Relationships between Directors inter-se.	No Relations
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board is of the opinion that her professional knowledge, financial expertise, independent judgment, and experience in audit and corporate advisory functions would be immensely beneficial to the Company and would contribute effectively towards strengthening corporate governance and compliance standards.

The Board of Directors recommends passing the special resolution set out at Item no.5 of the accompanying Notice.

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. 05** of the Notice.

The Board considers it desirable to appoint **Ms. Ekta Ankur Dholakia** as Independent Director and recommend this Resolution for approval of the shareholders.

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ITEM NO. 6: REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAGNESH KISHORBHAI SONCHHATRA (DIN: 11605316) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

At the Board Meeting of the Company held on **30th May, 2026** the Board had appointed **Mr. Pragnesh Kishorbhai Sonchhatra (Din: 11605316)** as an Additional Non-Executive Independent Director w.e.f. May 30, 2026 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mr. Pragnesh Kishorbhai Sonchhatra (Din: 11605316)** will hold the office for the term of five consecutive years with effect from **30th May, 2026 to 29th May, 2031** and is eligible for appointment as Non-Executive Independent Director.

The appointment of **Mr. Pragnesh Kishorbhai Sonchhatra (Din: 11605316)** shall be effective upon approval by the members in the Meeting. **Mr. Pragnesh Kishorbhai Sonchhatra (Din: 11605316)** 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 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. Pragnesh Kishorbhai Sonchhatra (Din: 11605316)** Mr. Pragnesh K. Sonchhatra holding degree of B.Com. He possesses more than 15 years of experience in the fields of accounting, finance, audit assistance, and industrial administration. He has practical exposure to financial accounting systems, internal controls, statutory compliance support, and operational finance management

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	Mr. Pragnesh K. Sonchhatra
Director Identification No.	11605316
Date of Birth	09/11/1985
Age	40
Nationality	Indian
Date of Appointment or reappointment on the Board	30 th May, 2026
Qualifications	Bachelor of Commers, CA Inter
Brief Profile & Experience	Mr. Pragnesh K. Sonchhatra holding degree of B.Com. He possesses more than 15 years of experience in the fields of accounting, finance, audit assistance, and industrial administration. He has practical exposure to financial accounting systems, internal controls, statutory compliance support, and operational finance management.
Expertise in specific functional area	Mr. Sonchhatra has working knowledge of various accounting and business software including Tally, T-FAT Accounting Software, SAP Business Module-1, and MS Office applications. His professional approach, practical understanding of financial administration, and experience in industrial operations enable him to contribute effectively towards governance and compliance functions of the Company.
Number of shares held in the Company as on date of this AGM Notice	Nil
Number of Board Meetings attended during the year	N. A.

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Last drawn remuneration	N. A.
List of the directorships held in other companies as on date of this AGM notice	Fishfa Rubbers Limited
Chairman/Member in the Committees of the other companies in which he is Director	Member of NRC Committee in Fishfa Rubbers Limited
Listed entities from which has/she has resigned in the past three years	N. A.
Relationships between Directors inter-se.	No Relations
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Pragnesh K. Sonchhatra possesses more than 15 years of experience in the fields of accounting, finance, audit assistance, and industrial administration. He has practical exposure to financial accounting systems, internal controls, statutory compliance support, and operational finance management.</p> <p>The Board believes that his experience, integrity, and understanding of accounting and business operations would be valuable for strengthening corporate governance and providing independent judgment on matters relating to finance, compliance, and business administration.</p>

The Board of Directors recommends passing the special resolution set out at Item no.6 of the accompanying Notice.

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. 06** of the Notice.

The Board considers it desirable to appoint **Mr. Pragnesh Kishorbhai Sonchhatra** as Independent Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 7: TO APPROVE INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To meet the growing business and funding requirements of the Company, it is proposed to increase the overall borrowing limits of the Company ₹ 100,00,00,000/- (Rupees One Hundred Crore Only). Such borrowings may be required to finance the Company's business operations, future growth plans, capital expenditure, and to meet working capital needs.

As per section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a company shall borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the members of the company by way of special resolution.

Considering the Company's long-term strategic and business objectives, there may be a requirement for additional funds from time to time.

Based on the rationale and justification provided above, the Board recommends the Special Resolution set out in **Item No. 7** of the accompanying Notice for approval of the Members.

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

ITEM NO. 8: TO APPROVE CREATION OF CHARGES ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

In order to secure the borrowings made or to be made by the Company under Section 180(1)(c) of the Companies Act, 2013, it is necessary to pledge, mortgage, hypothecate and/or otherwise create security or charge on the assets of the Company, including its receivables from loan assets/book debts, current assets and non-current assets, in favor of banks, financial institutions, debenture trustees, or any other lenders, as may be required from time to time.

As per Section 180(1)(a) of the Companies Act, 2013, consent of the Members is required for the creation of such security interest on the movable and immovable assets of the Company.

Rationale and Justification: Considering the Company's long-term funding needs and the increased borrowing limits being sought under Section 180(1)(c), it is essential to enable the Company to provide adequate security to lenders. This flexibility will facilitate timely access to funding at competitive terms, thereby supporting the Company's growth, working capital requirements and overall financial stability.

In furtherance of the rationale and justification provided above, the Board recommends the Special Resolution set out in **Item No. 8** of the accompanying Notice for approval of the Members.

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

ITEM NO. 9: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in the general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 100,00,00,000/- (Rupees One Hundred Crore Only) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at **Item No. 9** of accompanying notice.

ITEM NO. 10: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Company has been making investments giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

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Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

The Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 10. None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at **Item No. 10** of accompanying notice.

ITEM NO. 11: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 30th May, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with following parties relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as

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the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2026-2027 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders' approval sought for the Material Related Party Transactions to be enter for the FY 2026-27 as given in Item No. 11.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 11.

None of the Directors or Key Managerial Personnel / Promoter except Pintu Kanjibhai Kalavadia, Prashant Kanjibhai Kalavadia (Directors) and, Umang Kantilal Savani (Promoter) of the Company are deemed to be concerned or interested in resolution no. 11 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at **Item No. 11** of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

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Information required to be disclosed in the Explanatory Statement for Item Nos. 13 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	DESCRIPTION	PARTICULARS (A)	PARTICULARS (B)
1.	Name of the related party	Fishfa Rubbers Limited Fishfa World Trade Limited Fishfa Biogenics Limited Fishfa Bioscience Limited Sheer Agri World Limited	Pintu Kanjibhai Kalavadia Prashant Kanjibhai Kalavadia Umang Kantilal Savani Pallas Kalavadia
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Company in which a director or his relative is a member or director	Director of Company Director of Company Relative of Director of Company Relative of Director of Company
3.	Type of the proposed transaction	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Jobwork, Commission	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	On a continuous basis during the year	On a continuous basis during the year

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5.	Particulars of the proposed transaction	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission	Sale, Purchase, Sale of Assets Purchase of Assets, Unsecured Loan, Job work, Commission
6.	Value of the proposed transaction	50.00 Crores	50.00 Crores
7.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Pintu Kanjibhai Kalavadia Prashant Kanjibhai Kalavadia	Pintu Kanjibhai Kalavadia Prashant Kanjibhai Kalavadia
8.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The exact percentage cannot be determined presently since the transactions are repetitive/operational in nature; however, the aggregate value of transactions during the financial year shall remain within the omnibus approval limits approved by the Audit Committee	The exact percentage cannot be determined presently since the transactions are repetitive/operational in nature; however, the aggregate value of transactions during the financial year shall remain within the omnibus approval limits approved by the Audit Committee

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9.	(i) details of the source of funds in connection with the proposed transaction,	The transactions shall be funded through the internal accruals and/or working capital resources of the Company, as may be applicable in the ordinary course of business	The transactions shall be funded through the internal accruals and/or working capital resources of the Company, as may be applicable in the ordinary course of business
	(i) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none">• nature of indebtedness.• cost of funds;and• tenure.	Financial indebtedness, if any, for the purpose of making or giving loans, inter-corporate deposits, advances or investments, shall be incurred as and when required in the ordinary course of business. The nature of such indebtedness may include bank facilities, inter-corporate borrowings or other permissible financial arrangements. The cost of funds and tenure shall be determined based on prevailing market conditions and mutually agreed terms at the relevant time, within the limits approved by the Audit Committee/Board	Financial indebtedness, if any, for the purpose of making or giving loans, inter-corporate deposits, advances or investments, shall be incurred as and when required in the ordinary course of business. The nature of such indebtedness may include bank facilities, inter-corporate borrowings or other permissible financial arrangements. The cost of funds and tenure shall be determined based on prevailing market conditions and mutually agreed terms at the relevant time, within the limits approved by the Audit Committee/Board
	(ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	The applicable terms of the proposed transactions, including covenants, tenure, interest rate and repayment schedule, shall be mutually agreed between the parties on arm's length basis, considering prevailing market conditions and business requirements. The transactions may be secured or unsecured in nature; and in case of secured transactions, the nature and extent of security shall be decided at the relevant time in accordance with the mutually agreed terms and applicable laws.	The applicable terms of the proposed transactions, including covenants, tenure, interest rate and repayment schedule, shall be mutually agreed between the parties on arm's length basis, considering prevailing market conditions and business requirements. The transactions may be secured or unsecured in nature; and in case of secured transactions, the nature and extent of security shall be decided at the relevant time in accordance with the mutually agreed terms and applicable laws.
	(iii). the purpose for which the	The funds, if any, provided pursuant to the related party transactions shall be utilized by the ultimate beneficiary for	The funds, if any, provided pursuant to the related party transactions shall be utilized by the ultimate beneficiary for its

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	funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	its business purposes, including working capital requirements, business expansion, capital expenditure, repayment of borrowings and other general corporate purposes, in the ordinary course of business.	business purposes, including working capital requirements, business expansion, capital expenditure, repayment of borrowings and other general corporate purposes, in the ordinary course of business.
10.	Justification as to why the RPT is in the interest of the listed entity.	<p>In order to facilitate the growth of the business of the Company and expansion of its market presence, it is commercially expedient and in the ordinary course of business for the Company to enter into such contracts, arrangements and transactions with related parties.</p> <p>Transactions are at the arm's length basis, however, sometimes for some of the transactions, it is difficult to have a comparative parameter for taking decision for the board for arm's length nature of the transactions, therefore as an abundant caution for better corporate governance, Company has taken omnibus approval of the Board and shareholders</p>	<p>In order to facilitate the growth of the business of the Company and expansion of its market presence, it is commercially expedient and in the ordinary course of business for the Company to enter into such contracts, arrangements and transactions with related parties.</p> <p>Transactions are at the arm's length basis, however, sometimes for some of the transactions, it is difficult to have a comparative parameter for taking decision for the board for arm's length nature of the transactions, therefore as an abundant caution for better corporate governance, Company has taken omnibus approval of the Board and shareholders</p>
11.	A copy of the valuation or other external party report, if any such report has been relied upon.	N. A.	N. A.
12.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed	The exact percentage cannot be determined presently since the transactions are repetitive/operational in nature; however, the aggregate value of transactions during the financial year shall remain within the omnibus approval limits approved by the Audit Committee	The exact percentage cannot be determined presently since the transactions are repetitive/operational in nature; however, the aggregate value of transactions during the financial year shall remain within the omnibus approval limits approved by the Audit Committee

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	RPT, on a voluntary basis.		
13.	Any other information that may be relevant.	N. A.	N. A.

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ITEM NO. 12: APPROVE THE SALE OF COMPANY PROPERTY:

The Company propose to Sell the land owned by the Company at Kosmada, Taluka- Kamrej, Surat to Dudhat Ashvin Himmatbhai ("Purchaser"), resident of plot no 77, Avadh pulsburry, Opp- shantiketan Flora, abrama road, Mota varachha, PO: Mota Varachha, Surat - 394101 at a consideration of not less than INR 1,40,50,000 subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking, and documents executed or to be executed by the Company and the Purchaser.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), and Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Members by way of a Special Resolution. The Consent of members is sought to sell the Sale Property to Buyer in the best interest of the Company.

Details to be disclosed for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the LODR Regulations:

Sr. No	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	N. A
2.	Date on which the agreement for sale has been entered into	The Company shall enter into a definitive agreement with the Proposed Buyer. Once an agreement is executed, intimation regarding the same shall be given to stock exchange.
3.	The expected date of completion of sale/disposal	Subject to fulfillment of conditions precedent as agreed between the parties including receipt of shareholders' approval, the proposed transaction is expected to be completed within 12 months from the shareholders' approval.
4.	Consideration received from such sale/ disposal	Sale of Land: Approx. value is INR 1,40,50,000
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	The aforesaid sale, transfer and assignment is through a deed of assignment and is outside the scheme of arrangement. The Company shall seek the approval of its shareholders, as required under Regulation 37A of the Listing Regulations.
8.	Additionally, in case of a slump sale, indicative	The proposed transaction

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	disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	envisages the sale of the land owned by the Company, and does not envisage a slump sale of all assets and liabilities of the Company.
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Additional information required to be disclosed pursuant to Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"]:

Sr. No	Particulars	Details
1.	Object of Sale of the property	The Object behind the proposed sale of property of the Company is to raise fund for the working capital of the Company as it is not giving any returns to the Company.
2.	Use of proceeds arising from sale	The proceeds shall be used for the working capital of the Company.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company.

The consent of the Shareholders is sought for passing a Special Resolution as set out at **Item No. 12** of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions.

Place: Mumbai Date: 30-05-2026	By Order of the Board of Directors For SJ Corporation Limited Sd/- Deepak Bikhala Upadhyay Managing Director DIN: 02270389
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Registered Office:

1 201, Shyam Bungalow, Plot No. 199/200, Pushpa Colony, Fatimadevi School Lane, Manchubhai Road, Malad East, Mumbai, Malad East, Maharashtra, India, 400097

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