

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Diksat Transworld Limited (“the Company”) pursuant to Section 108 Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulation”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), as amended from time to time, for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and any other applicable laws and regulations, that the Resolution appended below for seeking approval, is proposed to be passed as a Special Resolution by the Members of Diksat Transworld Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Saturday 31st August, 2024.

1. Special Business

TO APPROVE FOR ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT**, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

“**V. The Authorized Share Capital of the company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crores and Fifty Lakhs) Equity Shares of Rs. 02 (Rupees Two only) each. The company has from time to time powers to increase or reduce its capital and to issue any shares in the original or new capital as Equity or Preference Shares or Redeemable Preference Shares and to attach to any classes of such Shares, any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the regulations of the company as far as necessary to give effect to the same and upon the sub-division of any shares to apportion the right to participate in profits in any manner in accordance with the provisions of the Companies Act 2013.**”

“**RESOLVED FURTHER THAT**, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

2. TO APPROVE FOR SUB-DIVISION/STOCK SPLIT OF EQUITY SHARES OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded, for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 5 (Five) Equity Shares having nominal value of Rs. 2/- (Rupees Two Only) each fully paid-up.

“**RESOLVED FURTHER THAT**, pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 5 (Five) Equity Shares of nominal value of Rs. 2/- (Rupees Two Only) each fully paid up, as given below:

Details of Sub-division/ Split of Shares

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Eq. Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Eq. Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised Share Capital	2,50,00,000	10	25,00,00,000	12,50,00,000	2	25,00,00,000
Issued, Paid-up and subscribed capital	1,75,42,875	10	17,54,28,750	8,77,14,375	2	17,54,28,750

“RESOLVED FURTHER THAT the new Equity Shares shall be credited to the beneficiary accounts of the Members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.”

“RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof, be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (c) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

3. MIGRATION OF COMPANY'S LISTED EQUITY SHARES FROM BSE SME SEGMENT TO THE MAIN BOARD OF BSE LIMITED AS WELL AS ON THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE)

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

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Limited (“NSE”).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited and NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from

BSE SME Segment to the Main Board of BSE Limited and as well as on the Main Board of NSE.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.”

4. TO APPROVE DISINVESTMENT OF SHARES OF ADFARM PRIVATE LIMITED BY THE COMPANY

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the Listing Agreement, provisions of Section 180(1)(a), Section 110 and other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any amendment thereto or re-enactment thereof), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any of its duly authorised committees or one or more Directors), the consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to disinvest in Adfarm Private Limited, a subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in Adfarm Private Limited for an aggregate consideration of not less than Rs. 5,21,87,211/- (Rupees five crores twenty one lakhs eighty seven thousand two hundred and eleven only), based on the report provided by M/s Navigant Corporate Advisors Limited, SEBI Registered Category I Merchant Banker, an independent Valuer, to M/s Diksat Transworld Limited, on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

"RESOLVED FURTHER THAT Dr. T, Dhevanathan Yadav, Chairman & Managing Director, Mrs. Meenakshi Yadav, Non-Independent Women Director, the authorised representatives of the Company or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised:-

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of, extent of, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the;
3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;

4. to determine the final consideration / pricing;
5. to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of and to complete the aforesaid transaction;

"**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved."

**For Diksat Transworld Limited
By Order of the Board**

Sd/-

**Dr. T.Dhevanathan Yadav
Director
(DIN: 01431689)**

**Regd office Address:
1st Floor, 24 South Mada Street
Mylapore, Chennai – 600 004**

**Place: Chennai
Date: 29th July 2024**

Website: diksattransworldlimited.com;

Email: diksat1999@gmail.com

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act setting out the material facts pertaining to the resolution is annexed hereto and forms part of this postal ballot notice.
2. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.
3. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website diksattransworldlimited.com and website of the Stock Exchange i.e. BSE Limited www.bseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 20th October 2023 and 11th July 2024 has appointed **Mr. A. Satheesh Kumar (Membership No: FCS 9094) of A. Satheesh Kumar & Associates** Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

- The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Tuesday 3rd September 2024. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday 31st August 2024, being the last date specified by the Company for e-voting.

The voting rights of the Members shall be reckoned in proportion to their shares of the paidup equity share capital as on 26th July 2024 being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.

- The remote e-voting period commences from 09.00 a.m. (IST) on Friday 2nd August 2024 and ends at 5.00 p.m. (IST) on Saturday, 31st August 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Tuesday, 3rd September 2024.
- The said results along with the Scrutinizer’s Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website diksattransworldlimited.com and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com.
- The Instructions for Members for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ”

which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csasatheeshkumar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Gopal Krishnan at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to diksat1999@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to diksat1999@gmail.com. If you are an Individual shareholders holding securities in

demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For Diksat Transworld Limited
By Order of the Board**

Sd/-

**Dr. T.Dhevanathan Yadav
Director
(DIN: 01431689)**

**Regd office Address:
1st Floor, 24 South Mada Street
Mylapore, Chennai – 600 004**

**Place: Chennai
Date: 29th July 2024**

**Website: diksattransworldlimited.com;
Email: diksat1999@gmail.com**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 5 (Five) equity shares of Rs. 2/- (Rupees Two Only) each requires amendment in Capital Clause of Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub-division from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (two crores fifty lakhs Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two only) each.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2

Equity shares of the Company are listed and are being traded on BSE. Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-Up Capital of the Company is Rs. 17,54,28,750/- (Rupees Seventeen Crores Fifty-Four Lakhs Twenty-Eight Thousand Seven Hundred and Fifty Only) divided into 8,77,14,375 (Eight Crores Seventy-Seven Lakhs Fourteen Thousand and Three Hundred And Seventy Five Only) Equity Shares of Rs. 2/- (Rupees Two) each.

In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide each existing equity share of face value of Rs. 10/- into 5 equity shares of face value of Rs. 2/- each. The record date for the aforesaid sub-division of equity shares will be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

The Board of Directors of the Company at its meeting held on 11th July 2024 has recommended sub-division (split) of equity shares subject to the approval of the members and all the concerned statutory authorities.

As per the provisions of Section 61 of the Companies Act 2013, approval of the members by way of an Ordinary Resolution is required for sub-division of shares.

Item No.3

SPECIAL BUSINESS:

The equity shares of the Company are listed on SME segment of BSE Limited since 18th October, 2016 and intends to migrate to the Main Board of BSE Limited and to the Main Board of National Stock Exchange of India Ltd (NSE) as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of BSE Limited and NSE will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited and NSE as set out in the resolutions.

The Board recommends the resolutions set out at Item No. 1 of the Notice for approval by the Members.

None of its Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution, except to their shareholding in the Company.

Item No.4

The Company M/s Adfarm Private Limited ('APL') is in the business of advertising , inter alia, APL was acquired by the Company (M/s Diksat Transworld Limited) pursuant to Scheme of arrangement between Mr. Krishnan Naranapatty , M/s Adfarm Private Limited and M/s Diksat Transworld Limited as per their agreement entered into in April 2018. In order to have focus on the core business i.e Media and news publishing business and to improve the working capital of the Company, it is proposed to dispose of the investment of the Company in APL, a subsidiary by way of sale of 100% of the shareholding of the Company in the subsidiary, for an aggregate consideration of not less than Rs. 5,21,87,211/- (Rupees Five Crores Twenty-One Lakhs Eighty Seven Thousand Two Hundred And Eleven Only) based on the report provided by M/s Navigant Corporate Advisors Limited, SEBI Registered Category I Merchant Banker, an independent Valuer, on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

Accordingly, the consent of the Members by way of Special Resolution is being sought for transfer of the entire investment of the Company in subsidiary.

The Board of Directors is of the Opinion that the proposed sale of the entire investment in the subsidiary is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalise the terms of the sale in consultation with the advisors, experts or other authorities as may be required.

As per the Listing Agreement entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed, provides that no company shall dispose of shares in its material subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or

cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such disinvestment is made under a scheme of arrangement duly approved by a Court / Tribunal. A material subsidiary means as a subsidiary in which the investment made by the Company in the share capital of such subsidiary company exceeds 20% of its consolidated net worth as per the audited consolidated financial statements; or (b) the income of the subsidiary exceeds 20% of the consolidated income as per the audited consolidated financial statements during the previous financial year. The company would require an approval of the Members of the Company through a Special Resolution, for disinvesting the shares in APL.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at the general meeting of the company. In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Further, as per the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Sr. no. 4 of the Notice for approval of the Shareholders.

**For Diksat Transworld Limited
By Order of the Board**

Sd/-

**Dr. T.Dhevanathan Yadav
Director
(DIN: 01431689)**

**Regd office Address:
1st Floor, 24 South Mada Street
Mylapore, Chennai – 600 004**

**Place: Chennai
Date: 29th July 2024**

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