



SODHANI CAPITAL LIMITED
(CIN - L65991RJ2019PLC064264)
(GST-08ABBCS7266B1ZD)

Reg. Office- 1st Floor, C-373 Vaishali Nagar, Jaipur, Rajasthan, India, 302021
Email Id: - sodhanicapital@gmail.com, info@sodhanicapital.com Phone No.: - 0141- 2356659

NOTICE OF POSTAL BALLOT

{Pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September 2025 (collectively the **‘MCA Circulars’**, and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special businesses as set out hereunder by passing Resolution through postal ballot, by voting only through electronic means (**‘remote e-Voting’**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**‘Statement’**) is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice. In compliance with the MCA Circulars, Sodhani Capital Limited (**‘Company/GSL’**) is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the NSDL Database Management Limited, Company’s Registrar and Transfer Agent (**‘RTA’**)/ Depositories as on Saturday, March 28, 2026 (**‘Cut-off date’**). If any member’s e-mail address is not registered or updated with the RTA/ Depositories/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Notice. The Notice is also available on the website of the Company and can be accessed at <https://sodhanicapital.com/postal-ballot/>

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e- Voting system. The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing remote e-Voting facility to its Members. The remote e-Voting facility is available at the link <https://www.evoting.nsdl.com/>. Members are requested to read the instructions given in the Notes under the “point no. 13” of the Notice for the detailed procedure on remote e-Voting which forms part of the ‘Notes’ section to this Notice.



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In compliance with Rule 22(5) of the Rules, the Board of Directors (“Board”) of the Company has appointed Mr. **Rounak Bansal (M. No. FCS 13611 C.P. No.: 19083)**, Practicing Company Secretary, as (‘Scrutinizer’), to scrutinize this Postal Ballot process in a fair and transparent manner.

The remote e-Voting period shall commence on **Saturday, April 04th, 2026, at 09:00 A.M. (IST)** and end on **Sunday, May 03rd, 2026, at 05:00 P.M. (IST)**. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on **Sunday, May 03rd, 2026**. The remote e-Voting facility will be disabled by NSDL immediately thereafter and the voting shall not be permitted beyond the said period. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company (“authorized person”), duly authorised in writing by the Chairman, within 2 (two) working days. The results of the Postal Ballot will be announced at registered office, within the statutory timeline by the Chairman or in his absence by the authorised person.

The results of the Postal Ballot will be intimated to the BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company <https://sodhanicapital.com/voting-results/> as well as on NSDL’s website (www.evoting.nsdl.com). In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Sunday, May 03rd, 2026, at 05:00 P.M. (IST)**. The results shall also be displayed on the Notice Board of the Company at its Registered office.

SPECIAL BUSINESS

1. To approve alteration of Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to alter/amend the existing Object Clause 3(a) of the Memorandum of Association of the Company by insertion of following new sub-clauses 3(a)(6) after existing sub-clause 3(a)(5):

3(a)(6). To carry on the business of Direct Selling Agent (DSA), referral agent, facilitator, and service provider for banks, non-banking financial companies (NBFCs), housing finance companies, and other financial institutions for sourcing, marketing, and facilitating loans and financial products including but not limited to home loans, housing loans, mortgage loans, loan against property, personal loans, business loans, and other credit facilities; to identify prospective customers, generate leads, assist in documentation, processing, and coordination of loan applications, and to act as an intermediary between customers and lending institutions, in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be deemed proper, necessary, or



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expedient, including filing the requisite forms or submission of documents with any authority, including but not limited to MCA, SEBI, Banks for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

2. To approve the limits for making investment, loans, guarantees and security 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) to:

- give any loan to any person or other body corporate;
- give any guarantee or provide any security in connection with a loan to any person or other body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

from time to time, in one or more tranches, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, up to an increased amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the members do hereby ratify and confirm the investments made by the Company in excess of the limits previously approved by the members, and approve the same as being within the revised limits permissible under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, and writings as may be required, and to delegate all or any of its powers herein conferred to any Director(s) or Officer(s) of the Company, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

BY ORDER OF THE BOARD OF DIRECTORS
For SODHANI CAPITAL LIMITED

RENU SHARMA
Company Secretary cum Compliance officer
Date: 24.03.2026



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NOTES

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Company's Registrar and Transfer Agent ('RTA'), as on Saturday, March 28, 2026 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date (Saturday, March 28, 2026) shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member as on the Cut-Off Date Saturday, March 28, 2026 should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

In compliance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting process only.

In compliance with the provisions of Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Company will publish an advertisement regarding completion of dispatch of the Notice and availability of remote e-voting facility, in at least one English newspaper having wide circulation and one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 13 of this Notice.
5. The remote e-Voting shall commence on **Saturday, April 04th, 2026, at 09:00 A.M. (IST)** and end on **Sunday, May 03rd, 2026, at 05:00 P.M. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for e-Voting thereafter and the voting shall not be permitted beyond said period.
6. The Board of Directors has appointed Mr. **Rounak Bansal (M. No. FCS 13611 C.P. No.: 19083)**, Practicing Company Secretary, as ('Scrutinizer'), as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the



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votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.

8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://sodhanicapital.com/voting-results/> and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., on **Sunday, May 03rd, 2026, at 05:00 P.M. (IST)**.
10. Members may download the Notice from the website of the Company at <https://sodhanicapital.com/postal-ballot/> or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of stock exchanges viz., BSE at www.bseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cs@sodhanicapital.com, from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the e-Voting period i.e. **Saturday, April 04th, 2026, at 09:00 A.M. (IST)** and end on **Sunday, May 03rd, 2026, at 05:00 P.M. (IST)**
13. E-voting Instructions from NSDL are provided hereinbelow:

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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



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	<p>your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-



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	<p>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 is 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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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>
<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>



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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**



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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 csraunakbansal@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.



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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 Ms. Pallavi Mhatre 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 cs@sodhanicapital.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 cs@sodhanicapital.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.



SODHANI CAPITAL LIMITED
(CIN - L65991RJ2019PLC064264)
(GST-08ABBCS7266B1ZD)

Reg. Office- 1st Floor, C-373 Vaishali Nagar, Jaipur, Rajasthan, India, 302021
Email Id: - sodhanicapital@gmail.com, info@sodhanicapital.com Phone No.: - 0141- 2356659

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

ITEM NO. 1

The Company is presently engaged in the business of financial services, including distribution of mutual funds, portfolio management services, consultancy, and other allied activities as set out in its Object Clause.

In order to expand its business operations and diversify its revenue streams, the Company proposes to undertake the business of acting as a Direct Selling Agent (DSA), referral agent, and facilitator for banks, non-banking financial companies (NBFCs), housing finance companies and other financial institutions in relation to various loan products, including but not limited to housing loans, mortgage loans, personal loans, business loans and other credit facilities.

The proposed activity would involve sourcing of customers, lead generation, assisting in loan documentation and processing, and acting as an intermediary between customers and financial institutions, in accordance with applicable laws and regulations. This would enable the Company to leverage its existing financial services network, client base, and expertise in financial product distribution.

However, the existing Object Clause of the Memorandum of Association of the Company does not specifically cover the aforesaid activities. Accordingly, it is proposed to amend the Object Clause of the Memorandum of Association of the Company by inserting a new sub-clause 3(a)(6) under Clause III (A) to expressly include the said business activities.

The proposed amendment is intended to enable the Company to undertake allied facilitation and referral activities in the financial services domain, thereby expanding its operational scope and enhancing business opportunities. This amendment does not result in any change in the existing line of business of the Company and remains ancillary to its current activities.

The alteration of the Object Clause requires approval of the Members by way of a Special Resolution pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013.

A copy of the existing Memorandum of Association along with the proposed amendments is available for inspection by the Members of the Company during business hours on all working days up to the date of declaration of results of the postal ballot/e-voting.

The Board of Directors is of the opinion that the proposed amendment to the Object Clause is in the best interest of the Company and its stakeholders and will enable the Company to explore new business opportunities and enhance shareholder value.

Accordingly, the Board recommends the Special Resolution as set out in the Notice for approval of the Members.

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

ITEM NO. 2

The members of the Company, at EGM held on December 30th, 2024, had accorded their approval to the Board of Directors of the Company to give any loan, guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) and acquire by way of subscription, purchase or otherwise, securities of any other body corporate up to an amount not exceeding Rs. 1 Crores (Rupees one Crores Only).



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Members are requested to take note that as per provisions of section 186 of the Companies Act, 2013, the Board of directors of a Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

Members are further requested to take note that In line with the Company's evolving business needs and keeping in view the future plans, expansion strategies, and emerging opportunities for strategic investments, funding of subsidiaries or associates, and financial collaborations, the Board of Directors now proposes to enhance the existing limit earlier approved by the members under Section 186 of the Act.

The proposed limits will enable the Company to make timely decisions in the best interests of the Company and its stakeholders and remain aligned with its strategic and financial objectives. Further it is anticipated that the Company would be required to make investments or give loans, provide guarantees/security in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013 and limits approved by the members i.e. Rs. 1 Crores.

Further, the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any committee of directors or any Director(s)/Officer(s) of the Company to give effect to this resolution.

Accordingly, consent of the members is sought for authorizing the Board to make investments, giving loans and providing guarantees/securities in connection with loans to various entities and bodies corporate, from time to time, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013 up to an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only).

Members are further requested to note that the Company has, from time to time, made certain investments in excess of the limits earlier approved by the members i.e., Rs. 1 Crore, which, however, fall within the revised limits permissible under Section 186 of the Companies Act, 2013.

Accordingly, approval of the members is also being sought to ratify, confirm and approve such investments made by the Company, to the extent they are within the limits as revised under Section 186 of the Act.

The Board of Directors recommends passing of the Special Resolution as set out at Item No. 2 of the notice for approval by the members.

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

Date: 24.03.2026
Place: Jaipur
Registered Office:
1st Floor, C-373 Vaishali Nagar, Jaipur, Rajasthan, India,
302021
Email Id: sodhanicapital@gmail.com Ph. No.: 0141- 2356659

By Order of the Board of Directors of
Sodhani Capital Limited

Renu Sharma
Company Secretary cum Compliance
Officer
ICSI Mem. No.: A57451