



TAHMAR



501-B, 5th Floor
Dempo Trade Centre
Panjim
Goa 403 001



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info@tahmar.in
info.spl1991@gmail.com

Date: December 21, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Scrip Code: 516032

Subject: Submission of 2nd Corrigendum to the Notice of the Extra-Ordinary General Meeting of Tahmar Enterprises Limited ('the Company') scheduled to be held on Saturday, December 23, 2023 at 11:00 AM (IST) at factory address at Survey No. 990(1), Berawadi, Taluka Gadhingla, Kolhapur – 416502 ('EGM Notice').

Ref.: Original Notice of EOGM dated 24th November, 2023 of EOGM scheduled to be held on 23rd December, 2023, submitted by company with BSE Ltd. on 1st December, 2023 and subsequent 1st Corrigendum to the Notice of EOGM dated 16/12/2023, submitted by Company with BSE Ltd. on 20th December, 2023.

Dear Sir/ Madam,

The Board of Directors in its meeting dated 16th December, 2023 has approved the Corrigendum to the Notice of EOGM dated 24th November, 2023 and subsequent 1st Corrigendum to the Notice of EOGM dated 16/12/2023 in continuation to our letter dated 1st December, 2023 for submission of EOGM Notice of the company and with reference to the captioned subject, the Company is being dispatch Corrigendum to the EGM Notice by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Corrigendum to EGM Notice is enclosed herewith for your record. This Corrigendum to EGM Notice should be read in conjunction with the original EGM Notice dated 24th November, 2023.

The copy of the Corrigendum to EGM Notice and original EGM Notice dated 24th November, 2023 are available on the website of the Company at <https://tahmar.in>.

Please take the same on your records and acknowledge the receipts.

Thanking You.

Yours Faithfully,

**For Tahmar Enterprises Limited
(Formerly Known as Sarda Papers Limited)**



**Rajshekhar Cadakketh Rajasekhar Nair
Director
DIN: 01278041**

FACTORY ADDRESS

SURVEY NO.990(1),
BERAWADI, TALUKA GADHINGLAJ,
416502

www.tahmar.in

REGISTERED OFFICE

CIN: L51010MH1991PLC061164
TAHMAR ENTERPRISES LIMITED
A/70,M.I.D.C,SINNAR,DIST,
NASIK-422103

TAHMAR ENTERPRISES LIMITED

(Formerly known as Sarda Papers Limited)

CIN: L51010MH1991PLC061164

Registered Office Address: Plot No A / 70 MIDC, Sinnar, Nashik, Maharashtra, 422103

Corporate Office: 501-B, 5TH FLOOR, DEMPO TRADE CENTRE, PANJIM, GOA-403 001

Email Id: info.spl1991@gmail.com ; Website: www.tahmar.in ; Tel: 02551-230856 / 230448 / 66780131 – 33

2ND CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF TAHMAR ENTERPRISES LIMITED (FORMERLY KNOWN AS SARDA PAPERS LIMITED) WILL BE HELD ON SATURDAY, DECEMBER 23, 2023 AT 11:00 AM AT THE FACTORY ADDRESS AT SURVEY NO. 990 (1), BERAWADI, TALUKA GADHINGLA, KOLHAPUR – 416502 to transact the business matters stated in the Original Notice of Extra-Ordinary General Meeting dated 24th November, 2023 and this Corrigendum to the Notice of Extra-Ordinary General Meeting issued by the Company to the Shareholders.

The Company is issuing this corrigendum in respect of the following matters forming part of Resolution no. 3, 4 and its Explanatory Statement annexed hence the Notice of EOGM dated 24th November, 2023 and subsequent 1st Corrigendum to the Notice of EOGM dated 16/12/2023 shall be read along with this corrigendum to the notice of EOGM.

Item No. 3:

ISSUANCE OF 7,16,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER (UPON CONVERSION OF OUTSTANDING UNSECURED LOAN) AND NON-PROMOTER CATEGORY:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchange and/ or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches 7,16,00,000 equity shares of the Company (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to Promoter, Promoter Group (*towards conversion of outstanding unsecured loan into equity shares*), and non- promoters at a price of Re. 1/- (Rupee one Only) as determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), to the following persons, for consideration in cash, total consideration of Rs. 7,16,00,000/- (Rupees Seven crores sixteen Lakhs Only), on such terms and conditions as follows:

Sr. No	Name of the proposed Allottee	Nature of persons who are the ultimate beneficial Owner	No. Equity Shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	*RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR	Individual	65,00,000	Promoter	Not Applicable
2	*SARITA SEQUEIRA	Individual	4,50,00,000	Promoter	Not Applicable
3	SHON ANTONY SEQUEIRA	Individual	5,00,000	Promoter Group	Not Applicable
4	SUSEELA RAJASEKHARAN NAIR	Individual	14,00,000	Promoter Group	Not Applicable
5	LAKSHMI RAJASEKHARAN NAIR	Individual	5,00,000	Promoter Group	Not Applicable
6	ASHWIN SURESH KUMAR	Individual	5,00,000	Non-promoter	Not Applicable
7	JAYAN MURALEEDHARA PANICKER	Individual	20,00,000	Non-promoter	Not Applicable
8	CELIN KURUVILLA	Individual	25,00,000	Non-promoter	Not Applicable
9	SURESH KUMAR	Individual	45,00,000	Non-promoter	Not Applicable
10	GAUTAM RAJBONGSHI	Individual	2,50,000	Non-promoter	Not Applicable
11	NABA JYOTI DEKA	Individual	2,50,000	Non-promoter	Not Applicable
12	SANDESH G KERKAR	Individual	2,50,000	Non-promoter	Not Applicable
13	JAYANTA RAJBONGSHI	Individual	2,50,000	Non-promoter	Not Applicable
14	KALPANA PUNDEER	Individual	42,00,000	Non-promoter	Not Applicable
15	BINU KURUVILLA	Individual	25,00,000	Non-promoter	Not Applicable
16	NITESH CHAUDHARY	Individual	5,00,000	Non-promoter	Not Applicable
TOTAL			7,16,00,000		

* Equity shares proposed to be issued pursuant to the preferential issue to the sr. no. 1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA are the lenders who has given the unsecured loan to the company, the company has obtained the shareholders' prior approval for conversion of loan in to securities of the company and subsequently the board of directors also approved the conversion of loan in to Equity Shares, Warrants, other securities of the company, therefore the share proposed to issue to the said (Promoter) proposed allottees will be adjustment against their outstanding unsecured loan in the books of the company as on the date of allotment, subject the shareholders' approval.

"RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 23rd November 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. 23rd December, 2023 to approve this offer, The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 23rdNovember, 2023."

"RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The outstanding unsecured loans standing in the books of the company by the proposed allottee(s) sr. no. 1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA will be adjusted against the allotment of equity shares in this preferential issue to convert the unsecured loan in to the equity shares as per the terms of finance documents, the allotment to Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR for 65,00,000 Eq. Shares and Ms. SARITA SEQUEIRA for 4,50,00,000 Eq. Shares fully paid up to the extent of Rs. 5,15,00,000 (Rupees Five Crore Fifteen Lakh) shall be adjusted towards the subscription/allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be

set off from the outstanding unsecured loan at the time of subscription of the equity shares and remaining loan amount will be standing in the books of the company.

- b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- c) The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- d) No partly paid-up Equity Shares shall be issued and allotted;
- e) Allotment of the Equity Shares shall only be made in dematerialized form;
- f) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- g) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash, and the allotment of Equity shares to the Promoters Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR for 65,00,000 Eq. Shares and Ms. SARITA SEQUEIRA for 4,50,00,000 Eq. Shares will be against adjustment of their outstanding unsecured loan standing in the books of the company (*towards conversion of outstanding unsecured loan into equity shares*); and
- h) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the compliance certificate issued by Mr. Brajesh Gupta (Practicing Company Secretary) Proprietor of Brajesh Gupta & Co. certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations 2018.

“RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Ms. Sarita Sequeira , Managing Director and /or Ms. Rajshekhar Cadakketh Rajsekhar Nair, Executive Director and /or, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Item No. 4:

ISSUANCE OF 7,96,00,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER (UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO ‘PROMOTER’) & NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches 7,96,00,000 (Seven Crore Ninety-six Lakhs) Warrants (“Equity Convertible Warrants”) fully convertible warrants (“Warrants”), each convertible into in to Equity Shares of the Company to the Promoter (*towards conversion of outstanding unsecured loan into Warrants up to the extent of Rs. 5,96,00,000 by issue and allot 5,96,00,000 warrants having face value of Re. 1/- each at issue price of Re. 1/- each*) & Non-Promoter category (hereinafter referred to as the “Proposed Allottee”) on preferential basis, to the person as described below, at an option of the Proposed Warrant Allottee, to convert the warrants in to equity shares in one or more tranches in Equity Share of face value of INR 1/- (Indian Rupee One only) for each warrant, for cash at an issue price of INR 1/- (Indian Rupee one only) per Warrant, which is the price determined by obtaining the Valuation Report from Independent Registered Valuer by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations (“Warrant Issue Price”), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No.	Name of the proposed Warrants Allottee	Nature of persons who are the Ultimate Beneficial Owner	No. of Warrants proposed to be issued	Category	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	# Rajshekhar Cadakketh Rajsekhar Nair	Individual	2,96,00,000	Promoter	Not applicable
2	# Sarita Sequeira	Individual	3,00,00,000	Promoter	Not applicable
3	Celin Kuruvilla	Individual	1,00,00,000	Non-Promoter	Not applicable
4	Binu Kuruvilla	Individual	1,00,00,000	Non-Promoter	Not applicable
	TOTAL		7,96,00,000		

Warrants (Convertible in to Equity Shares) proposed to be issued pursuant to the preferential issue to the sr. no. 1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA are the lenders who has given the unsecured loan to the company, the company has obtained the shareholders' approval for conversion of loan in to securities of the company and subsequently the board of directors also approved the conversion of loan in to Warrants (Convertible in to equity shares) of the company, therefore the warrants proposed to be issue to the said proposed allottees 1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA will be against adjustment of outstanding loan of promoter & Promoter Group in the books of the company as on the date of allotment, subject the shareholders' approval.

"RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 23th November 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 23rd December, 2023 to approve this offer, The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 23rd November, 2023."

"RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion in to equity shares.

(b) The outstanding unsecured loans standing in the books of the company by the proposed allottee(s) will be adjusted against the allotment of Warrants in this preferential issue to convert the unsecured loan in to the Warrants as per the terms of finance documents, for the allotment to Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR for 2,96,00,000 Warrants (convertible in to Eq. Shares) and Ms. SARITA SEQUEIRA for 3,00,00,000 Warrants (convertible in to Eq. Shares) fully paid up to the extent of Rs. 5,96,00,000 (Rupees Five Crore Ninety-six Lakh) shall be adjusted towards the subscription/ allotment of warrants i.e. 25% of issue price of warrants and 75% of issue price upon exercise the option of conversion rights by warrant holders in to equity shares, meaning thereby an amount required to be paid by 1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA towards the consideration for the warrant subscription/allotment money and exercise amount on conversion of warrants in to equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the Warrants and its conversion in to equity shares and remaining loan amount will be standing in the books of the company.

(c) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the "Warrant Exercise Period").

(d) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.

(e) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such

Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(f) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(g) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.

(h) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.

(i) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee, however the consideration of warrant subscription money and exercise money at the time of conversion by promoters (1. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR & 2. SARITA SEQUEIRA) to whom the warrants are proposed to be issued towards conversion of their unsecured loan in to warrants, by issuing 5,96,00,000 warrants, and the consideration for the warrant subscription/allotment money and exercise amount on conversion of warrants in to equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the Warrants and its conversion in to equity shares and remaining loan amount will be standing in the books of the company.

(j) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(k) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.

(l) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company ("Exercise Notice") not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.

(m) Upon exercise the right of conversion of warrants in to equity shares by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.

n) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted; and

"RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re.1/- (Indian Rupee One only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate issued by Mr. Brajesh Gupta (Practicing Company Secretary), proprietor of Brajesh Gupta & Co. certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

“RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the warrants and equity shares of the Company upon exercise of right of conversion of warrants, Ms. Sarita Sequeira , Managing Director and /or Ms. RajshekharCadakkethRajsekhar Nair, Executive Director and /or, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or allotment of the Equity shares upon the conversion of Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants or allotment of the Equity shares upon the conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or Equity Shares on conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By Order of the Board of Directors
Sd/-
Sarita Sequeira
Managing Director
DIN: 01203100

Place: Goa

Date: 21/12/2023

Registered Office:

A/70 M I D Csinnar, Nasik MH 422103

Tel: +91 9321752685

Email: info.spl1991@gmail.com

Website: www.tahmar.in

NOTES:

- ***The Board of Directors in its meeting dated 16/12/2023 took on records the observations and suggestions given by the Nomination and Remuneration Committee (NRC) on TEL ESOP Scheme 2023 which was passed and approved by the Board of directors in its meeting dated 24/11/2023 and recommended to the***

members for their approval in EOGM dated 23/12/2023, the board of directors in its meeting held on 16/12/2023 decided to revoke the Proposal of approving ESOP scheme by Resolution no. 6, the board decided to withdraw the Resolution No. 6 stated in Notice of EOGM for approval of ESOP Scheme, due to some technical/strategic issues on implementation of the ESOP Scheme, the said resolutions no. 6 is not going to be deliberate in EOGM and the resolution no. 6 is no more part of the notice of EOGM as per this corrigendum to the notice of EOGM.

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed herewith.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.

5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

6. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at Plot No A / 70 MIDC, Sinnar, Nashik, Maharashtra, 422103 of the Company between working hours on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Universal Capital Securities Private Ltd., Registrar and share transfer agent (RTA) of the Company through (Tel. No. 022-28207201/03/05) or info@unisec.in, for:

- (a) intimating any change in their address and/or bank mandate;
- (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
- (c) nominating any person to whom the shares shall vest in the event of death;

(d) updating/registering their e-mail address for correspondence; and

(e) Any other queries with respect to shares held by them.

To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.

7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Universal Capital Securities Private Ltd., the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.

9. The Board of Director vide resolution dated 24th November, 2023 has appointed Brajesh Gupta, Practicing Company Secretary (Membership No. ACS – 33070), Proprietor of M/s. Brajesh Gupta & Co. as scrutinizer for the Extra Ordinary General Meeting of the Company.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

11. Pursuant to the provision of SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and MCA, vide General Circular No. 09/2023 dated September 25, 2023, Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other who are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Universal Capital Securities Private Ltd., the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on website of the Company at www.tahmar.in and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

THE INSTRUCTIONS FORM MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The remote e-voting period begins on Wednesday, December 20, 2023 at 9:00 A.M. and ends on Friday, December 22, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e., Saturday 16 December, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday 16 December, 2023.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue through ballot paper.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

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 one-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.

Log-In 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 thee-Services home page click on the “ Beneficial Owner ” I con 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

	<p>is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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.
	<ol style="list-style-type: none"> 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 My easi 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 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 thee-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their deposit or participants	You can also login using the login credential so your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Up on logging in, you will be able to see e-Voting option. Click one-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.

Importantnote: Members who are unable to retrieve User ID/Password are advised to us forget User ID and Forget Password option available at above mentioned 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	Helpdeskdetails
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 e-voting@nsdl.co.in or call at 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending are quest at helpdesk.evoting@cdslindia.com or contact at toll freeno.1800225533

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

HowtoLog-intoNSDLe-Voting website?

1. Visitthee-VotingwebsiteofNSDL.OpenwebbrowserbytypingthefollowingURL:<https://www.evoting.nsdl.com/ei>therona Personal Computeroron amobile.
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, clickone-Voting and you canproceedtoStep2 i.e.Castyourvoteelectronically.
4. YourUserIDdetails aregivenbelow:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User IDis:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit ClientID For example, if your DP ID is IN300*** and Client ID is12*****then your userID 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 Forexample, 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 'UserID' 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.co.in 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 checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Homepage of e-Voting will open.

Step2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is inactive status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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. Up on 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/JPGFormat)of the relevant Board Resolution /Authority letteretc. With attested specimen signature of the duly authorized signatory(ies)who are authorized to vote, to the Scrutinizer bye-mail to brajesh.cs19@gmail.comwith a copy marked to evoting@nsdl.co.in. 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"tabintheirlogin.
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 up on 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.:022-48867000 and 022-24997000 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 info.spl1991@gmail.com
2. Incase shares are held in demat mode, please provide DPID-CLID(16-digit DPID+CLIDor16-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)toinfo.spl1991@gmail.comIf you are an Individual shareholder 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circularated December 9,2020 one-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.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying Notice:

ITEM NO. 3 & 4

The Special Resolutions contained in Item No. 3 & 4 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot:

- Issuance of 7,16,00,000 equity shares on preferential basis to entities belonging to the promoter and non-promoter category.
- Issuance of 7,96,00,000 Warrants (equity convertible warrants) preferential basis to entities belonging to the promoter & non-promoter category.

The proposed Preferential Issue is to be issued to the persons belonging 'Promoter and Promoter Group Category' and Non-Promoters as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on November 24, 2023.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 3 & 4 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;

The Board of Directors at its meeting held on November 24, 2023, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- Up to 7,16,00,000 (Seven Crore Sixteen Lakh) Equity shares of face value of Re.1/- (Rupee One Only) each to Promoter, Promoter Group and Non-promoters, out of the 7,16,00,000 (Seven Crore Sixteen Lakh) Equity shares, 5,15,00,000 (Five Crore Fifteen Lakh) Equity shares to Ms. SARITA SEQUEIRA, Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR (Promoters) proposed to issue towards conversion of loan to the extent of Rs. 5,15,00,000 (Five Crore Fifteen Lakh Only), and remaining 2,01,00,000 (Two Crore One Lakh) Equity shares to the Non-Promoters, at a Issue Price of Re. 1/- (Rupee One Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The Promoters & Promoter Group have extended loans of more that Rs. 30,00,00,000/- (Rupees Thirty Crore Only) to the Company and the Company proposes to convert their unsecured loans towards allotment of Securities to the Promoters against issue of securities by issue and allot 5,15,00,000 Equity Shares of Rs. 1/- each at a price of Re. 1/- each (Rs. 5,15,00,000/-) to the Lenders as stated above.

- Up to 7,96,00,000 (Seven Crore Ninety-Six Lakh) Warrants (Convertible in to Equity Shares) having face value of Re. 1/- (Rupee One Only) ("Warrants") each, out of 7,96,00,000 (Seven Crore Ninety-Six Lakh) Warrants, 5,96,00,000 (Five Crore Ninety-Six Lakh) warrants, proposed issue to Promoters Ms. SARITA SEQUEIRA and Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR (Promoters) towards conversion of loan to the extent of Rs. 5,96,00,000 (Five Crore Ninety-Six Lakh Only) and balance 2,00,00,000 (Two Crore) warrants to Non-promoters, convertible in to equity shares in one or more tranches at the option of Warrant-holder(s) within 18 (eighteen) months from its date of allotment into equivalent number of fully paid-up Equity Shares of

face value of Re. 1/- each, to the proposed allottees, at an Issue Price of Re.1/- (Rupee One Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations 2018.

The Promoters & Promoter Group have extended loans more than Rs. 30,00,00,000 (Rupees Thirty Crore Only) to the Company and the Company proposes to convert loans towards allotment of Securities to the Promoters of worth Rs. 5,96,00,000/- by issue and allot 5,96,00,000 warrants of Rs. 1/- each at a price of Re. 1/- each to the Lenders as stated above on preferential issue basis.

II. Objects of the issue:

There are Unsecured Loans from the Promoters and Promoter Group, and the Company proposes to issue such number of Equity Shares and Warrant on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Ms. Sarita Sequeira, Mr. Rajshekhar Cadakketh Rajsekhar Nair and Seebhal Distillery Private Limited to the extent of Rs. 20,11,00,000 /- (Rupees Twenty Crore Eleven Lakh Only) and to strengthen the Capital structure of the Company. The promoters of the Company/ the proposed allottees have requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares/ Convertible Preference Shares/Warrant which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Further to raise capital by allotment of Equity Shares, Warrants to the non-promoter proposed allottees other the lenders (Un-secured Creditors), in order to make repayment of the balance outstanding loan (After conversion of unsecured loan of lenders in to securities of the company in this preferential issue) to the lenders and/or to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, purchase of any land/building/plant/machinery for the company, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue for cash.

Allocation of Preferential Issue funds

The issue of securities as mentioned in Notice of EOGM is pursuant to conversion of Loan of person belonging to the Promoter and Promoter Group category for a consideration of Rs. 20,11,00,000 (including 9,00,00,000 9% Non-convertible Cumulative Redeemable Preference Shares to Seebhal Distillery Private Limited one of the lender who belongs to the promoter group) and balance for consideration of Rs. 4,01,00,000 allocation of the same is as following:

S. No.	Name of the proposed allottee	Adjustment against outstanding loan given by promoters in securities to be converted
1	Sarita Sequeira	Up to Rs. 7,50,00,000/-
2	RajshekharCadakkethRajsekhar Nair	Up to Rs. 3,61,00,000/-
3	Seebhal Distillery Private Limited	Up to Rs. 9,00,00,000/-
Total		Up to Rs. 20,11,00,000/-

The Total amount of issue size **including 9,00,00,000 (Nine Crore) 9% Non-convertible Cumulative Redeemable Preference Shares to Seebhal Distillery Private Limited is Rs. 24,12,00,000/- (Rupees Twenty Four Crore Twelve Lakh Only) out of which Rs. 20,11,00,000 (Rupees Twenty Crore Eleven Lakh Only)** will be adjusted against the outstanding unsecured loans of promoters and promoter group of the company, and balance **Rs. 4,01,00,000 (Rupees Four Crore One Lakh Only)** will be utilized for the above stated Object of the Issue i.e. in order to make repayment of the balance outstanding loan standing in the books of the company (After conversion of unsecured loan of lenders in to securities of the company in this preferential issue) to the lenders and/or to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, purchase of any land/building/plant/machinery for the company, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business

model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue for cash.

Appraisal and Monitoring Agency:

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 100 Crore and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

III. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

Promoters and directors of the Company intend to subscribe in the proposed preferential issue of Equity Shares and Warrants stated in the Resolution no. 3 & 4 (Other than the allotment of 9,00,00,000 (Nine Crore) 9% Non-convertible Cumulative Redeemable Preference Shares to Seebhal Distillery Private Limited as per Resolution no. 5) of this notice.

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer of Equity Shares and Warrants under Resolution no. 3 & 4 of EOGM Notice:

S. No.	Name of the Proposed Allotee	Promoter/Director/KM P	Maximum no. of Equity Shares proposed to be allotted	Maximum no. of Warrant proposed to be allotted
1	RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR	Promoter Cum Director and CFO	65,00,000	2,96,00,000
2	SARITA SEQUEIRA	Promoter and Managing Director	4,50,00,000	3,00,00,000
Total			5,15,00,000	5,96,00,000

The number of Equity Shares and Warrant to be issued pursuant to conversion of unsecured loan of promoters the stated in above table at issue price of Re. 1/- each, may not compute to be exact amount of outstanding loan because of fractions. Maximum number of securities will be issued, subject to required approvals, for adjustment of fractions in any, up to maximum outstanding loan amount adjustment.

1. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 7,16,00,000 equity shares and 7,96,00,000 Warrants of face value Re. 1/- per share at a price of Re. 1/- per share as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018.

2. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	Pre-preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	2,31,23,980	74.14	13,66,50,740	74.92
Public (B)	80,65,020	25.86	4,57,38,260	25.08
Total (A) + (B)	3,11,89,000	100.00	18,23,89,000	100
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	3,11,89,000	100.00	18,23,89,000	100

3. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- (i) date of the approval of this Special Resolution; or
- (ii) Receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

4. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

a) Equity Shares Allottees:

Sr. No.	Name of the proposed Allottee	Category (Promoter /Non-Promoter)	* Pre-issue Shareholding Structure		Number of Equity Shares proposed to be allotted	# Post-Issue shareholding %	
			No. of Shares	Percentage holding (%)		No. of Shares	Percentage holding (%)
1	RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR	promoter	18,71,340	6	65,00,000	83,71,340	4.59
2	SARITA SEQUEIRA	promoter	2,12,52,640	68.14	4,50,00,000	6,62,52,640	36.32
3	SHON ANTONY SEQUEIRA	Promoter Group	26,760	0.09	5,00,000	5,26,760	0.29
4	SUSEELA RAJASEKHARAN NAIR	Promoter Group	0	0	14,00,000	14,00,000	0.77
5	LAKSHMI RAJASEKHARAN NAIR	Promoter Group	0	0	5,00,000	5,00,000	0.27
6	ASHWIN SURESH KUMAR	Non-promoter	0	0	5,00,000	5,00,000	0.27
7	JAYAN MURALEEDHARA PANICKER	Non-promoter	0	0	20,00,000	20,00,000	1.10
8	CELIN KURUVILLA	Non-promoter	31,870	0.1	25,00,000	25,31,870	1.39
9	SURESH KUMAR	Non-promoter	0	0	45,00,000	45,00,000	2.47
10	GAUTAM RAJBONGSHI	Non-promoter	0	0	2,50,000	2,50,000	0.14
11	NABA JYOTI DEKA	Non-promoter	0	0	2,50,000	2,50,000	0.14
12	SANDESH G KERKAR	Non-promoter	0	0	2,50,000	2,50,000	0.14
13	JAYANTA RAJBONGSHI	Non-promoter	0	0	2,50,000	2,50,000	0.14
14	KALPANA PUNDEER	Non-promoter	0	0	42,00,000	42,00,000	2.30
15	BINU KURUVILLA	Non-promoter	0	0	25,00,000	25,00,000	1.37
16	NITESH CHAUDHARY	Non-promoter	0	0	5,00,000	5,00,000	0.27

Notes:

* The pre-issue shareholding pattern is as on 23rd November, 2023.

The Post issue % calculation arrived after considering full conversion of 7,96,00,000 warrants in to equity shares, accordingly post issue paid-up no. of Equity shares will be 18,23,89,000.

b) Warrants Allottees:

Sr. No.	Name of the proposed Allottee	Category (Promoter /Non-Promoter)	* Pre-issue Shareholding Structure after allotment of Equity Shares		Number of Warrant proposed to be allotted	# Post Issue Shareholding (Presuming full conversion of Warrant)	
			No. of Shares	Percentage holding (%)		No. of Shares	Percentage holding (%)
1	RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR	promoter	18,71,340	6.00	29600000	3,14,71,340	17.26
2	SARITA SEQUEIRA	promoter	2,12,52,640	68.14	30000000	5,12,52,640	28.10
3	CELIN KURUVILLA	Non-promoter	31,870	0.1	10000000	1,00,31,870	5.50
4	BINU KURUVILLA	Non-promoter	0	0.00	10000000	1,00,00,000	5.48

Notes:

* The pre-issue shareholding pattern is as on 23rd November, 2023.

The Post issue % calculation arrived after considering the allotment of 7,16,00,000 Equity shares and full conversion of 7,96,00,000 warrants in to equity shares, accordingly post issue paid-up no. of Equity shares will be 18,23,89,000.

5. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, 2018.

6. Change in the control, if any:

The company is issuing more than 5% Equity shares of the post issue fully diluted share capital of the company including convertible warrants to an allottee or to allottees acting in concert in preferential allottees, there will be no change in the control of the company's management, there will be no change in the promoter pursuant to this preferential issue of Equity Shares and warrants, the existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

The Independent Valuer has also confirmed in its valuation report on page no. 11 **Control Premium, the present issue shall not result in change in control of the Company, Hence guidance on control premium is not considered under Regulation 166A.**

7. Price of the issue:

The offer price of equity shares of face value Re. 1/- (Rupees One only) per equity share is Re. 1/- (Rupee One Only) per share as determined under Regulation of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Bhavesh M Rathod, Registered Valuer (Reg. No: IBBI/RV/06/2019/10708) Valuation report is available at the registered office of the Company for your review and is placed on the website of the Company at <https://www.tahmar.in>, and The Equity Shares of Company are listed on BSE Limited and the equity shares are infrequently traded on stock exchange in accordance with the SEBI (ICDR) Regulations.

8. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 23rd November, 2023.

9. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.tahmar.in

10. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

11. Willful Defaulter or Fraudulent Borrower:

None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

The Directors Key Managerial Person of the Company i.e. Ms. SARITA SEQUEIRA and Mr. RAJSHEKHAR CADAKKETH RAJSEKHAR NAIR Executive Director cum CFO, including their relatives are, concerned or deemed to be interested in the proposed Resolution due to proposed allottees in this resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days between 11:00 am to 1:00 p.m., from Monday to Friday up to the one day prior to the EOGM.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval of Members.

By Order of the Board of Directors

Sd/-
Sarita Sequeira
Managing Director
DIN:01203100

Place: Goa

Date: 21/12/2023

Registered Office:

A/70 MID Csinhar, Nasik MH 422103

Tel: +91 9321752685

Email: info.spl1991@gmail.com

Website: www.tahmar.in

Form No. MGT-11,

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:
Name:	E-mail Id:	
Address:		
Signature, or failing him		

As my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, December 23, 2023 at 11:00 AM at Factory Address at Survey No. 990(1), Berawadi, Taluka Gadhingla, Kolhapur - 416502, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Ratification/alteration/addition in the shareholder's resolution no. 10 passed in the 32nd annual general meeting of the company held on Friday, 29th day of September, 2023 regarding conversion of unsecured loans standing in the books of the company.		
2	Alteration in the class of capital of clause V of Memorandum of Association capital clause with respect to the division of equity shares capital and preference share capital.		
3	Issuance of 7,16,00,000 equity shares on preferential basis to entities belonging to the promoter and non-promoter category.		
4	Issuance of 7,96,00,000 Warrants (equity convertible warrants) preferential basis to entities belonging to the promoter & non-promoter category.		
5	Issuance of 9% non-convertible cumulative redeemable preference shares on private placement to entities belonging to the promoter group category.		

Applicable for investors holding shares in electronic form.

Signed this ____ day of ____ 2023

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder across Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the Company.

**Affix Revenue
Stamps**

ATTENDANCE SLIP

Full name of the member's attending: _____

(In block capitals)

Ledger Folio No. /Client ID No. No.: _____

No. Shares held: _____

Name of Proxy: _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the Tahmar Enterprises Limited at FACTORY ADDRESS AT SURVEY NO. 990(1), BERAWADI, TALUKA GADHINGLA, KOLHAPUR - 416502 on Saturday, December 23, 2023 at 11:00 AM.

Member/ Proxy Signature

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

FORM NO. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

NAME OF THE COMPANY: TAHMAR ENTERPRISES LIMITED (FORMERLY KNOWN AS SARDA PAPERS LIMITED)		
REGISTERED OFFICE: A/70 MIDC SINNAR, NASIK MH - 422103		
CIN: L15100MH1991PLC061164		
VENUE OF MEETING: FACTORY ADDRESS AT SURVEY NO. 990(1), BERAWADI, TALUKA GADHINGLA, KOLHAPUR – 416502		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investor holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Ratification/alteration in the shareholder's resolution no. 10 passed in the 32nd annual general meeting of the company held on Friday, 29th day of September, 2023 regarding conversion of unsecured loans standing in the books of the company.		
2	Alteration in the class of capital f Memorandum of Association capital clause with respect to the division of equity shares capital and preference share capital.		
3	Issuance of 7,16,00,000 equity shares on preferential basis to entities belonging to the promoter and non-promoter category.		
4	Issuance of 7,96,00,000 Warrants (equity convertible warrants) preferential basis to entities belonging to the promoter & non-promoter category.		
5	Issuance of 9% non-convertible cumulative redeemable preference shares on private placement to entities belonging to the promoter group category.		

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

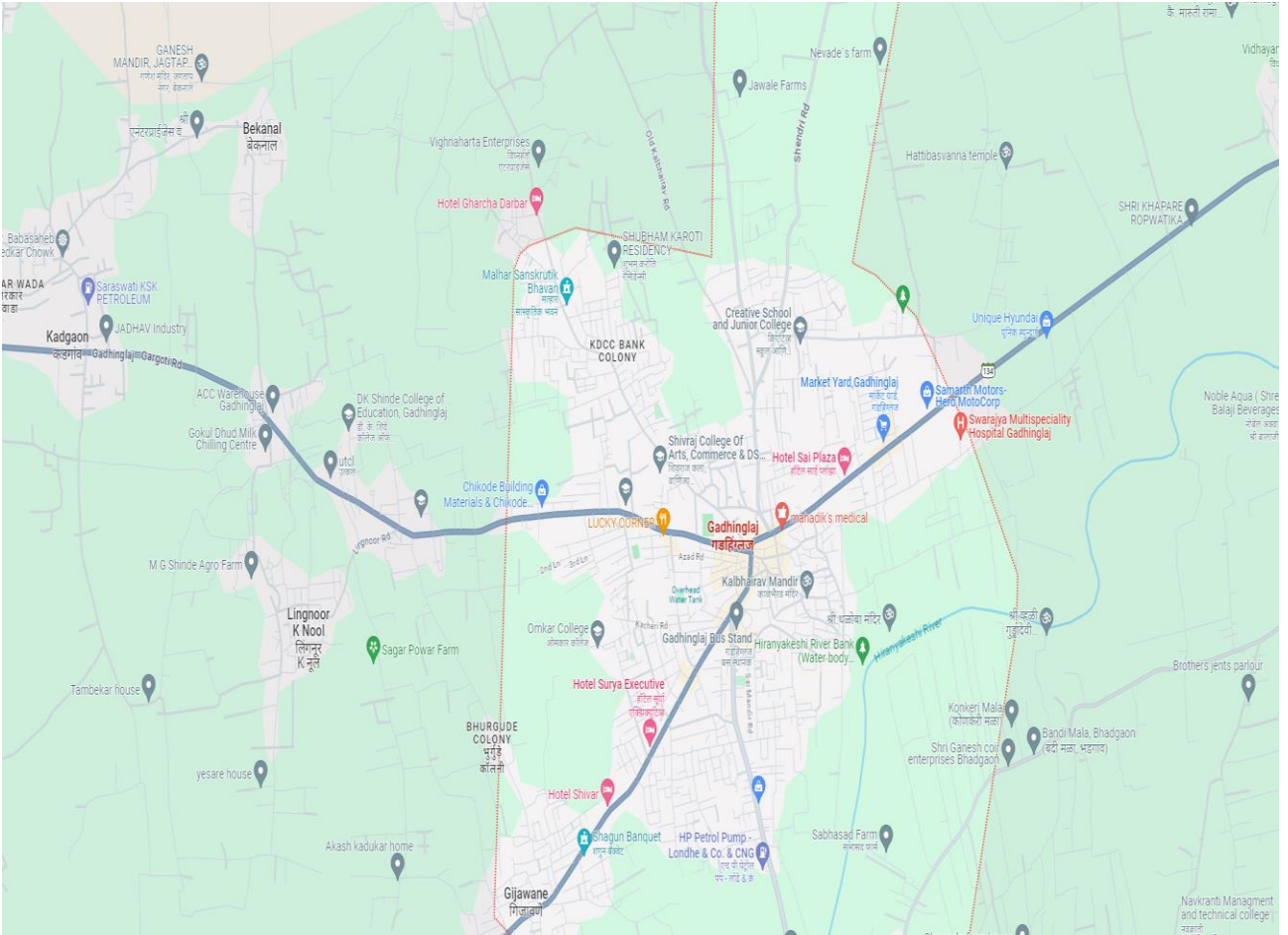
Signature of the shareholder (as per Company records)

Date:

Place:

ROUTE MAP FOR VENUE OF EXTRA-ORDINARY GENERAL MEETING

VENUE OF EOGM: SURVEY NO. 990(1), BERAWADI, TALUKA GADHINGLA, KOLHAPUR – 416502



MAP SURVEY NO. 990, BERAWADI, TALUKA GADHINGLA, KOLHAPUR -416502