

## POSTAL BALLOT NOTICE

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

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **M/s. Toyam Sports Limited** (formerly known as "Toyam Industries Limited") ("Company"), for the resolutions appended below, through Remote Electronic Voting ("e-voting") only.

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 are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Board of Directors ("Board") in its meeting held on 05<sup>th</sup> November, 2024 has appointed M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary/Special Resolution(s), through voting by electronic means (remote e-voting) only.

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

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on 29<sup>th</sup> November, 2024 (9.00 a.m. IST) Friday, and ends on 28<sup>th</sup> December, 2024 (5.00 p.m. IST) Saturday. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 30<sup>th</sup> December, 2024 and, the results of the voting shall be declared by the Chairman of the Company on or before 30<sup>th</sup> December, 2024, at Company's Registered office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e., [www.toyamsportsltd.com](http://www.toyamsportsltd.com) and on the e-voting system link of National Securities Depository Limited (NSDL) i.e., at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same shall simultaneously be communicated to the BSE Ltd. & MSEI, on which the shares of the Company are listed.

**The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).**

## RESOLUTION

### ITEM NO.: 1

#### TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) 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; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”); any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”); 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 accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to Absolute Legends Private Limited, for consideration other than cash, being 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 68,75,000 (Sixty Eight Lakhs and Seventy Five Thousand) Equity Shares of the Company of face value of Re. 1/- (Rupee One Only) each (“Equity Shares”), on Preferential allotment basis, to Absolute Legends Private Limited at a price of Rs. 8 per equity share (including premium of Rs. 7 per equity share) as determined in discharge of annual franchise/licensee fees for Legends League Cricket (owner of Team Hyderabad), the consideration will be Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs Only) for the 1<sup>st</sup> year period as Franchise fees (License Fees) on such terms and conditions as agreed and set forth in the agreements, deeds and other documents and details of allottee as below:

Sr. No.	Name of the proposed Allottee	Status of Allottee Individual/Body Corporate/Trust/HUF	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.	Absolute Legends Private Limited	Body Corporate	1. Vivek Khushalani 2. Raman Rajeha 3. Jayant Davar 4. Vikram Singhanian 5. Yuvraj Kilachand 6. Seema Kilachand 7. Atul Aggarwal	68,75,000	Non-Promoter	Not Applicable

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 29<sup>th</sup> November, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e., 28<sup>th</sup> December, 2024 to approve this offer.

**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 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-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) The Equity Shares to be allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (c) No partly paid-up securities shall be issued and allotted.
- (d) Allotment of the securities shall only be made in dematerialized form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited and Metropolitan Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottee subject to the terms & conditions as mentioned in franchise agreement as against franchise fees from the Proposed Allottee i.e., for consideration other than cash; and
- (g) 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 certificate by Practicing Chartered Accountant, CA Mith Jain (MN 181081, FRN: 0147743W) of M/s. MJSP & Associates, Practicing Chartered Accountant certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Mohamed Ali Rajabali Budhwani, Chairman & Managing Director, Mr. Shahnawaz Sayed, Executive Director, Mr. Mazhar Shaikh, Chief Financial officer and Mr. Abhishek Pokharna, 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.: 2**

**TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution(s) 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; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**); and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (**“SEBI LODR Regulations”**); any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**); 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 accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to Applytitz Tech Private Limited, for consideration other than cash, being 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 31,25,000 (Thirty One Lakhs and Twenty Five Thousand) Equity Shares of the Company of face value of Re. 1/- (Rupee One Only) each (**“Equity Shares”**), on Preferential allotment basis, to Applytitz Tech Private Limited at a price of Rs. 8 per equity share (including premium of Rs. 7 per equity share) as determined in discharge of project coordinator for Legends League Cricket (owner of Team Hyderabad), the consideration will be Rs. 2,50,000,00/- (Rupees Two Crore Fifty Lakhs Only) for the 1<sup>st</sup> year as project coordinator fees on such terms and conditions as agreed and set forth in the agreements, deeds, other documents and details of allottee as below:

Sr. No.	Name of the proposed Allottee	Status of Allottee Individual/Body Corporate/Trust /HUF	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.	Applytitz Tech Private Limited	Body Corporate	1. Raman Raheja 2. Abhishek Sharma	31,25,000	Non-Promoter	Not Applicable

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 29<sup>th</sup> November, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e., 28<sup>th</sup> December, 2024 to approve this offer.

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

- 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-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The Equity Shares to be allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- No partly paid-up securities shall be issued and allotted.
- Allotment of the securities shall only be made in dematerialized form;

- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited and Metropolitan Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottee subject to the terms & conditions as mentioned in franchise agreement as against franchise fees from the Proposed Allottee i.e., for consideration other than cash; and
- (g) 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 certificate by Practicing Chartered Accountant, CA Mith Jain (MN 181081, FRN: 0147743W) of M/s. MJSP & Associates, Practicing Chartered Accountant certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Mohamed Ali Rajabali Budhwani, Chairman & Managing Director, Mr. Shahnawaz Sayed, Executive Director, Mr. Mazhar Shaikh, Chief Financial officer and Mr. Abhishek Pokharna, 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."

**By Order of the Board of Directors  
For Toyam Sports Limited  
(Formerly known as Toyam Industries Limited)**

**Date: 05<sup>th</sup> November, 2024**

**Place: Mumbai**

**SD/-  
Abhishek Pokharna  
Company Secretary**

**Registered office:**

503, Shri Krishna Complex,

Opp. Laxmi Industrial Estate,

New Link Road Mumbai- 400053

Email: [info@toyamindustries.com](mailto:info@toyamindustries.com);

Website: [www.toyamsportsltd.com](http://www.toyamsportsltd.com)

## Notes:




1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E-voting System Only) is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 15<sup>th</sup> November, 2024 ("cut-off date") and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., M/s. MAS Services Ltd., T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110020, Email Id: info@masserv.com, Contact No. 011-26387281-83.
3. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting 29<sup>th</sup> November, 2024 Friday (9.00 a.m.) (IST) and will end 28<sup>th</sup> December, 2024 (5.00 p.m. IST) Saturday both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 15<sup>th</sup> November, 2024 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Saturday, 28<sup>th</sup> December, 2024 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website on or before Wednesday 27<sup>th</sup> November, 2024 to facilitate online inspection up to the last date for exercising the voting.
7. M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, has been appointed by Board of Directors in its meeting held on 05<sup>th</sup> November, 2024 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company's website at [www.toyamsportsltd.com](http://www.toyamsportsltd.com), on the website of BSE limited at [www.bseindia.com](http://www.bseindia.com) & MSEI [www.msei.in](http://www.msei.in), and on NSDL E-Voting link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e., Marathi).
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered office of the Company during working hours between 11:00 A.M. to 1:00 P.M. on all working days from the date of dispatch till the last day of E-voting. However, last day of E-voting will be 28<sup>th</sup> December, 2024 (5.00 p.m. IST), hence inspection will be allowing till 28<sup>th</sup> December, 2024.
13. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on 30<sup>th</sup> December, 2024 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on 30<sup>th</sup> December, 2024 and will also be displayed on the Company website ([www.toyamsportsltd.com](http://www.toyamsportsltd.com)) and communicated to the Stock Exchanges (BSE Ltd.), Depository, the Registrar and Share Transfer Agent.
14. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.
15. The results of the postal ballot will be declared not later than two working days i.e., 30<sup>th</sup> December, 2024 of conclusion

of remote e-voting i.e., 28<sup>th</sup> December, 2024. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., [www.toyamsportsltd.com](http://www.toyamsportsltd.com) and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., 28<sup>th</sup> December, 2024. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

17. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Abhishek Pokharna, Company Secretary & Compliance Officer at: Email ID: [info@toyamindustries.com](mailto:info@toyamindustries.com) or to the Registrar and Transfer Agent, M/s MAS Services Ltd., T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110020, Email Id: [info@masserv.com](mailto:info@masserv.com), Contact No. 011-26387281-83.

**Instructions for E-Voting:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

e-voting period commences on Saturday 23<sup>rd</sup> November, 2024 (9.00 a.m.) (IST) and will end on Friday, 22<sup>nd</sup> December, 2024 (5.00 p.m.). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, it will not be allowed to change it.

**E-voting Instructions:**

**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

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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:

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 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	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 128478 then user ID

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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 [csprof.services@gmail.com](mailto:csprof.services@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote (Assistant Manager) at [evoting@nsdl.co.in](mailto: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 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 [info@toyamindustries.com](mailto:info@toyamindustries.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 [info@toyamindustries.com](mailto:info@toyamindustries.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.co.in](mailto:evoting@nsdl.co.in) 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERE:**

**ITEM 1& 2:**

**TO APPROVE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH;**

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V - Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

**1. Objects of this issue:**

To raise further capital in order to meet the expansion of business requirements of the Company and to enhance business evolution in the field of cricketing sports & leagues.

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

None of the promoters/directors/key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

**3. Maximum number of specified securities to be issued:**

The Company intends to issue securities of the Company in the following manner, 1,00,00,000 Equity shares of face value Re. 1/- per share;

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

SR. NO.	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
<b>A</b>	<b>Promoters' holding:</b>				
<b>1</b>	<b>Indian</b>				
	Individual	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub-total	Nil	Nil	Nil	Nil
<b>2</b>	Foreign Promoters	Nil	Nil	Nil	Nil
	<b>Sub Total (A)</b>	Nil	Nil	Nil	Nil
<b>B</b>	<b>Non-Promoters' holding:</b>				
<b>1</b>	<b>Institutional Investors</b>				
	Foreign Portfolio Investors	8,53,781	0.15	8,53,781	0.15
<b>2</b>	<b>Non-Institutional Investors</b>				

	Individuals	39,31,92,182	68.05	39,31,92,182	66.88
	Bodies Corporate	2,47,77,196	4.29	3,47,77,196	5.92
	Others [including NRI, Foreign Companies, HUF, IEPF Authorities, Clearing Members, LLP etc.]	15,89,91,841	27.52	15,89,91,841	27.05
	<b>Sub Total (B)</b>	57,78,15,000	100.00	<b>58,78,15,000</b>	<b>100.00</b>
	<b>GRAND TOTAL (A+B)</b>	<b>57,78,15,000</b>	<b>100.00</b>	<b>58,78,15,000</b>	<b>100.00</b>

**5. 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-principle approval of the Stock Exchanges for issuance of the securities stated above to the Proposed Allottee).

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

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1.	Absolute Legends Private Limited	1. Vivek Khushalani 2. Raman Rajeha 3. Jayant Davar 4. Vikram Singhania 5. Yuvraj Kilachand 6. Seema Kilachand 7. Atul Aggarwal	Non-Promoter	NA	NA	68,75,000	Non-Promoter	68,75,000	1.17
2.	Applytiz Tech Private Limited	1. Raman Raheja 2. Abhishek Sharma	Non-Promoter	NA	NA	31,25,000	Non-Promoter	31,25,000	0.53

**6. Lock in period:**

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

**7. Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account 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 pursuant to this preferential issue.

**8. Price of the issue: -**

The offer price of equity shares of face value Re. 1/- (Rupees One only) per equity share is Rs. 8 (Rupees Eight Only) per share (including premium of Rs. 7 per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer Bhavesh M Rathod Reg. No. IBBI/RV/06/2019/10708 is available at the registered office of the Company for your review and is placed on the website of the Company at [www.toyamltdsports.com](http://www.toyamltdsports.com).

**9. 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 22<sup>nd</sup> November, 2024.

**10. Compliance Certificate from Practising Company Secretary:**

A copy of the Compliance Certificate as issued by the Practising Chartered Accountant, CA Mith Jain (MN 181081, FRN: 0147743W) of M/s. MJSP & Associates, Practising Chartered Accountant 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.toyamltdsports.com](http://www.toyamltdsports.com).

**11. 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.

**12. Wilful Defaulter or Fraudulent Borrower**

Neither the issuer nor any of or its promoters or directors are wilful defaulters or fraudulent borrowers.

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.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are concerned or interested in the proposed Special Resolutions. The Board recommends the Special Resolution set forth at Item 1 of the Notice for approval of the Members.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

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

By Order of the Board of Directors  
For Toyam Sports Limited  
(Formerly known as Toyam Industries Limited)

Date: 05<sup>th</sup> November, 2024  
Place: Mumbai

sd/-  
Abhishek Pokharna  
Company Secretary

**Registered office:**  
503, Shri Krishna Complex,  
Opp. Laxmi Industrial Estate,  
New Link Road Mumbai- 400053  
Email: [info@toyamindustries.com](mailto:info@toyamindustries.com);  
Website: [www.toyamsportsltd.com](http://www.toyamsportsltd.com)