



(CIN: L74110MH1985PLC285384)

Regd. off.: 503, Shri Krishna, Opp. Laxmi Industrial Estate, Link Road, Andheri (W), Mumbai-400053

E-mail ID: info@toyamindustries.com; Website: www.toyamsportltd.com

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TOYAM SPORTS LIMITED WILL BE HELD ON THURSDAY, JANUARY 02, 2024 AT 03:30 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESS:

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 1st 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/Bod y 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/ ME/ 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 03rd December, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e., 02nd January, 2025 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 1st 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 shall be 03rd December, 2024 being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e., 02nd January, 2025 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: 06th December, 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;

Website: www.toyamsportsltd.com

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Extra Ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered office of the Company which shall be the deemed Venue of the EGM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the EGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Nitesh Chaudhary, Practicing Company Secretary (FCS No. 10010, CP No.16275) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer or company by email through its registered email address to csniteshchaudhary@gmail.com or info@toyamindustries.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.
6. 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.
7. 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 EGM. 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.

The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

8. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at info@toyamindustries.com . The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on

the availability of time for the EGM.

9. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01,2019.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

i. Issue of duplicate share certificate

- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

10. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (Using ISR-2)

Any cancellation or change in nomination shall be provided in Form No. SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e., www.masserv.com.

A separate communication has already been sent to the respective shareholders.

11. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EGM along with the explanatory statement are available on the website of the Company at

www.toyamsportsltd.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com or Metropolitan Stock Exchange at www.msei.in and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the authorised agency for providing voting through electronic means and EGM through VC/OAVM).

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
13. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
15. For receiving all future correspondence from the Company electronically- In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Toyam Sports Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the EGM may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward. Members may note that the Notice will also be available on the Company's website www.toyamsportsltd.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com or Metropolitan Stock Exchange at www.msei.in and on the website of NSDL <https://www.evoting.nsdl.com>.
17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
19. The documents referred to in the proposed resolutions are available for inspection at its Registered office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
20. Instructions for e-voting and joining the EGM are as follows:
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 circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their

votes electronically as well as for e-Voting during the EOGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EOGM.

Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the EOGM and Members participating at the EOGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EOGM.

Members who have already cast their vote by remote e-Voting prior to the EOGM, will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Thursday, 26th December, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday 30th December, 2024 at 9:00 a.m. (IST) and ends on Wednesday, 01st January, 2025 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 26th December, 2024.

The instructions for Members attending the EOGM through VC/OAVM are as under:

A). The Members will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EOGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

B). Members may join the EOGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable WiFi or LAN connection to mitigate any glitches.


C). Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the EOGM, from their registered email ID, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email ID at info@toyamindustries.com by Sunday 29th December, 2024 (5:00 p.m.). Queries that remain unanswered at the EOGM if any due to shortage of time, will be appropriately responded by the Company at the earliest post the conclusion of the EOGM.

D). Members who would like to express their views/ ask questions as a Speaker at the EOGM may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to info@toyamindustries.com Between Thursday, 26th December, 2024 to Saturday, 28th December, 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

E). Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, 26th December, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of

the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 26th December, 2024 may follow steps mentioned in the Notice of the EOGM under “Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the EOGM Notice.

Instructions for E-Voting:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>

The-voting period commences on Monday 30th December, 2024 (9.00 a.m.) (IST) and will end on Wednesday, 01st January, 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 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	1. 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
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demat mode with CDSL	<p>login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

- 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, 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.

- 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - 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.
 - 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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 with 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**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 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

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 .
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 .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 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:

The primary objective of this issue is to secure additional capital to support the Company's strategic growth initiatives and to address the financial requirements associated with business expansion. This capital will enable the Company to strengthen its presence and foster innovation within the domain of cricketing sports and leagues. By utilizing the raised funds, the Company aims to drive business evolution, enhance operational capabilities, and capitalize on emerging opportunities in the cricketing ecosystem, thereby achieving sustainable growth and long-term value creation for stakeholders and 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
A	Promoters' holding:				
1	Indian				
	Individual	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub-total	Nil	Nil	Nil	Nil
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	Nil	Nil	Nil	Nil
B	Non-Promoters' holding:				
1	Institutional Investors				
	Foreign Portfolio Investors	8,53,781	0.15	8,53,781	0.15

2	Non-Institutional Investors				
	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
	Sub Total (B)	57,78,15,000	100.00	58,78,15,000	100.00
	GRAND TOTAL (A+B)	57,78,15,000	100.00	58,78,15,000	100.00

Note: The calculation for pre-shareholding has been conducted with the inclusion of the allotment of 50,00,000 equity shares allotted on 24th September, 2024 under the Employee Stock Option Plan (ESOP), consequently, the total number of paid-up equity shares outstanding prior to this issuance is determined to be 57,78,15,000.

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.	Appltytiz 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.

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 03rd December, 2024.

10. Compliance Certificate from Practicing Company Secretary:

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

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 & 2 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: 06th December, 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;
Website: www.toyamsportsltd.com