

DHOOT INDUSTRIAL FINANCE LIMITED

CIN: L51900MH1978PLC020725

Registered Office: 504, Raheja Centre 214, Nariman Point, Mumbai 400021,
Maharashtra, India.

Email: cosecdifl@gmail.com; **Website:** www.dhootfinance.com

Tel.: (022)22845050, 22835152 **Fax:** 22871155

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (**“the Rules”**) and other applicable provisions of the Act and the Rules, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the MCA from time to time (hereinafter collectively referred to as the "MCA Circulars") read with other relevant circulars, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, if any, the items of special business as set out in this Notice below are proposed for consideration by the Members of Dhoot Industrial Finance Limited (**“the Company”**), by way of Postal Ballot, only through remote e-voting process.

In conformity with the present regulatory requirements, members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of this Notice.

The Statement pursuant to the provisions Section 102 ,110 of the Act and other applicable provisions of the Act and the Rules, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, members can vote only through remote e-voting process. Accordingly, the Company has availed electronic voting platform of National Securities Depository Limited (**“NSDL”**) for facilitating e-voting. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot Notice.

The EVEN (E-Voting Event Number) is given below:

EVEN (E-Voting Event Number)	Name of the Event
138820	Dhoot Industrial Finance Limited – Postal Ballot

The e-voting facility will be available during the following voting period:

Commencement of e-voting	09:00 A.M. (IST) on Friday, March 13, 2026
End of e-voting	05:00 P.M. (IST) on Sunday, April 12, 2026

SPECIAL BUSINESS:

1. TO APPROVE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 102 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Reserve Bank of India Act, 1934, and the rules, regulations, guidelines and directions issued thereunder, including those issued by the **Reserve Bank of India (RBI)**, and subject to such approvals, consents and permissions as may be required from the RBI or any other statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded for alteration of the Memorandum of Association of the Company as under:

• **Amendment in Clause III(A) – Main Objects:**

- i. **Deletion** of existing **Clause 8** and **Clause 10** of the Main Objects of the Company as specified below:

*“8. **** To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities; and*

*10. **** To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company as the case may be.”*

- ii. **Renumbering** of existing **Clause 9** as **Clause 8**, which shall read after amendment as under:

*“8. ****To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.”*

• **Amendment in Clause III (B) – Matters Which Are Necessary for Furtherance of the Objects Specified in Clause III (A):**

By **inserting a new Clause 84** under Clause III (B) of the Memorandum of Association, after the existing clauses, as follows:

“84. To carry on the business of lending, advancing, or providing financial assistance, whether by way of loans, inter-corporate deposits, advances, guarantees or indemnities, on such terms and conditions as may be considered appropriate by the Company, and in compliance with applicable

laws including Reserve Bank of India regulations and is permissible under the registration of Reserve Bank of India as a NBFC.”

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered accordingly and that such amendments shall be effective upon filing with the Registrar of Companies and receipt of such approvals as may be required;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, including making applications, filings of forms, issuing notices, submitting documents, and making such modifications or alterations as may be required by the Registrar of Companies, the Reserve Bank of India or any other statutory or regulatory authority, to give effect to this resolution.”

Registered Office:

504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021.
Maharashtra, India.

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**

Sd/-

Sneha Shah

Company Secretary

Membership No.-28734

Place: Mumbai

Date: 11/02/2026

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act 2013 (“the Act”) read with applicable Rules made thereunder, as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 06, 2026 (“Cut-Off Date”) received from the Depositories and whose Email ID is registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depositories. A person who is not a member as on the Cut-Off date should treat this Postal Ballot Notice for information purposes only. Physical copies of the Notice along with Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot and consequently, no physical Ballot Forms will be accepted by the Company. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at cosecdifl@gmail.com. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
3. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.
4. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
5. This Postal Ballot Notice will also be available on the Company's website at www.dhootfinance.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.
6. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration)

Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the resolution listed out in the Notice through electronic voting i.e. remote e-Voting only. The detailed procedure for remote e-Voting is listed down in the e-Voting section.

7. The remote e-voting period shall commence on Friday, March 13, 2026, from 9.00 A.M. (IST) and end on Sunday, April 12, 2026 at 5.00 P.M (IST). The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at www.dhootfinance.com.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative on its behalf to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to isha@spassociates.co with a copy marked to evoting@nsdl.co.in.
10. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
11. The Board of Directors of the Company, at its Meeting held on February 11, 2026, has appointed Ms. Isha Shah, Practicing Company Secretary and Partner of Shah Patel & Associates (Membership No. A35253/ Certificate of Practice No. 15201), as the Scrutinizer for conducting the Postal Ballot (e-voting) process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
12. The Scrutinizer will submit the report after completion of the scrutiny to the Chairman of the Company or any other person authorized by the Chairman. The results of the e-voting will be declared on or before Tuesday, April 14, 2026 and will be displayed on the website of the Company at www.dhootfinance.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited viz., www.bseindia.com and also will be displayed at the Registered Office of the Company.
13. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
14. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Sunday, April 12, 2026.
15. Any member who did not receive the Notice may either send an email to cosecdifl@gmail.com.
16. The documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days until the last working day specified for casting votes through remote e-Voting. Members desirous of inspecting the documents, may send an e-mail to cosecdifl@gmail.com along with their details of Folio Number / DP ID and Client ID.
17. Pursuant to the applicable provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their email IDs either with the RTA/Depository

Participant(s)/Depositories/ Company. Members who have not registered their email IDs so far, are requested to register the same with their concerned Depository Participant(s) if shares are held in dematerialized mode. Members who hold shares in physical mode are requested to register / update their email IDs by submitting Form ISR-1 with the Company's RTA i.e. MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited).

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, choice of nominations, power of attorney, bank account details, signature to their Depository Participant(s) in case the shares are held by them in dematerialized mode and to MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) at Investor.helpdesk@in.mpms.mufg.com in case the shares are held in physical mode.

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

The remote e-voting period begins on 13th March, 2026, at 09:00 A.M. and ends on 12th April, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 06th March, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06th March, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="619 1462 1466 1854">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="619 1892 1466 2083">2. 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.

3. 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>
4. 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.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access

	<p>the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosecdifl@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosecdifl@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

The Company applied to the Reserve Bank of India (RBI) for registration as a Type-I NBFC-ND as the Company met the Principle Business Criteria and the application has been approved by the RBI. Pursuant thereto, the Company has been granted a Certificate of Registration dated 04th December, 2025, under Section 45-IA of the Reserve Bank of India Act, 1934, permitting the Company to carry on the business of a Non-Banking Financial Company (NBFC), subject to compliance with the applicable laws, regulations and conditions prescribed by the RBI.

One of the conditions for grant of the registration required the Company to align the Memorandum of Association with the Company's registered NBFC status as Type-I NBFC-ND. Therefore, it is proposed to alter the Objects Clause of the Memorandum of Association as set out in the accompanying resolution.

Thus, certain clauses contained in the Main Objects of the Memorandum of Association were found to be not optimally aligned with the Company's status. Further, it was considered appropriate to expressly include enabling provisions under the Further Objects clause to clearly support the Company's financing and lending activities in line with RBI regulations.

Accordingly, the Board of Directors, at its meeting held on February 11, 2026, approved:

- deletion of redundant clauses,
- renumbering of the existing clauses,
- insertion of a specific clause under Further Objects to support NBFC operations in line with RBI regulations,

subject to approval of the Members by way of a Special Resolution.

The proposed alterations do not change the core nature of business of the Company and are intended purely to ensure regulatory clarity, operational flexibility and compliance with the applicable RBI framework.

As per provisions of Section 13 of the Companies Act, 2013, the alteration of the object clause in Memorandum of Association requires the approval/consent of the shareholders of the company and hence approval/consent is sought through the Postal Ballot pursuant to provisions of the Companies Act, 2013.

The Altered Memorandum of Association of the Company with the proposed changes are available for inspection at the registered office of the Company on specific request by members and the same shall also be available for inspection during the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, is concerned or interested, either financially or otherwise in the above said special resolution, except to the extent of their shareholding, if any.

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

Registered Office:
504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021.
Maharashtra, India.

Place: Mumbai
Date: 11/02/2026

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**
Sd/-
Sneha Shah
Company Secretary
Membership No.-28734