

SREE JAYALAKSHMI AUTOSPIN LIMITED

CIN: L32111KA1991PLC011732

Registered Office: 'SNAJANA' Davangere
Road, Chitradurga, Karnataka, 577501



Email: sjalcd@gmail.com

GSTIN: 29AADCS6415K1Z1

Office: 223040 Fax:234487

ADDENDUM TO THE NOTICE OF EXTRA- ORDINARY GENERAL MEETING (EGM)

FOR THE FINANCIAL YEAR 2024-25

SREE JAYALAKSHMI AUTOSPIN LIMITED ("the Company") issued Notice of EGM for the financial year 2024-25 dated 21st February, 2025 sent through email to those members whose email addresses are registered with the Company and or Depository Participants(s) and is also available on the website of the company for obtaining their approval for Resolutions stated in the notice of EGM.

The NOTICE OF EGM has been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the Ministry of Corporate Affairs.

The Company wishes to bring to your kind notice that a resolution has been added in the proposed agenda items in original EGM notice dated 21 February 2025 vide an addendum dated 04 March 2025 (enclosed herewith) and the same is deemed to be an integral part of the original notice of the Company.

All the processes, notes and instructions relating to attending EGM through VC / OAVM and e-voting set out for and applicable for the ensuing EGM shall mutatis-mutandis apply to attending EGM through VC / OAVM and e-voting for the resolution proposed in the enclosed Addendum to the Notice of EGM.

The addendum is being sent to all those members to whom original notice were sent by the Company on 21 February 2025 and the same is also available on Company's website and on BSE website.

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ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF SREE JAYALAKSHMI AUTOSPIN LIMITED WILL BE HELD ON MONDAY, 24TH MARCH, 2025 AT 12:00 PM through video conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business matters stated in the Original Notice of EGM dated 21st February, 2025 and this Addendum Notice of EGM issued by the Company to the shareholders.

Members of the company are hereby informed that Resolution pertaining to Related Party Transaction is crossing the materiality threshold and on approval of the Audit Committee of the company the same is being placed before the members of the company.

Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the recommendation of Audit Committee as well as Board of Directors of the Company thereon.

Special Business

2. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the current financial year and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Sparkle Gold Mines Private Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this addendum and notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

Corporate Office: Office No 507 508 5th Floor, Vaibhav Cine Mutiplex, Vaishali Nagar, Jaipur, Rajasthan,
302021

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 of the accompanying addendum to Notice dated 04 March 2025:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on January 06, 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolution contained in this Addendum to Notice. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021, Master Circular dated November 11, 2024 and SEBI Circular on Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction"(effective from April 1, 2025) is provided herein below:

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Material Related Party Transactions by the Company

Resolution Item No.2: Particulars of material related party transactions between Sree Jayalakshmi Auto Spin Limited and Sparkle Gold Private Limited

S.No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sparkle Gold Mines Private Limited Mrs. Sarita Devi Sharma and Ms. Lakshita Sharma (Directors of the listed entity) are related party and are directly related as being part of Board Members of the Related Party (Sparkle Gold Mines Private Limited)
2.	Type, tenure, material terms and particulars	Purchase of Bullion and Precious Metal from Sparkle Gold Mines Private Limited Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders is being sought for entering into an agreement for transaction of purchase of Bullion and Precious Metal during the year 2025-26.
3.	Value of the transaction	Upto 200 crore
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Nil percent of annual consolidated turnover of the Company for the immediately preceding financial year.
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is	Not Applicable

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	incurred to make or give loans, inter- corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	The trading in precious metal involves high level of trust and integrity and when dealing with sparkle gold mines Pvt. Ltd it enables the listed entity to be watchful, sure and leaves no doubt related to the purity, sourcing of the bullion and precious metal. The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis.
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item no 2 of this addendum to Notice, for approval by the Members of the Company.

Ms. Lakshita Sharma, Mrs. Sarita Devi Sharma and their relatives are deemed to be concerned or interested in resolutions no. 2 of this addendum to Notice.

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None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions.

By the Order of the Board

**Regd Office: Chitradurga
Sanjana, Davangere Road,
Chitradurga-577501 Karnataka
CIN: L85110KA1991PLC011732**

**MANISHA GODARA
Director
DIN: 08116113
Date: 04/03/2025**