

DARJEELING ROPEWAY COMPANY LIMITED

CIN: L45202MH1936PLC294011

Address: 104, Floor-1, Shreeji Darshan, Tata Road No. 2, Roxy
Cinema Opera House, Girgaon, Mumbai – 400 004

Email ID: darjeelingropeway@gmail.com

Date: 25th November, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

Dear Sir / Madam,

Subject: Notice of Extra Ordinary General Meeting

Ref: Security Id: DARJEELING / Code: 539770

We hereby inform you that the Board of Directors of the Company has decided to call Extra Ordinary General Meeting of the Company to be held on Thursday, 18th December, 2025 at 3:00 P.M through VC/ OAVM.

Notice of Extra Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 11th December, 2025 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in Extra Ordinary General Meeting for remote E-voting. The remote e-voting period begins on 15th December, 2025 at 9:00 A.M. and ends on 17th December, 2025 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Darjeeling Ropeway Company Limited

Ashok Dilipkumar Jain
Managing Director
DIN: 03013476

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Shareholders of “**Darjeeling Ropeway Company Limited**” (“Company”) will be held on Thursday, 18th December, 2025 at 03:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following Special Businesses:

1. Adoption of New set of Memorandum of Association (“MOA”) of the Company pursuant to the Companies Act, 2013 along with Alteration of Object Clause in the 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, in supersession of earlier resolutions passed by the Company, if any, pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other statutory approvals as may be required, the consent of the members be and is hereby accorded to adopt a new set of the Memorandum of Association (“MOA”) of the Company in substitution of the existing MOA, originally framed under the Companies Act, 1913–1920, in order to align the same with the provisions and Table-A of Schedule-I of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, in accordance with the requirements of the Companies Act, 2013, the Company hereby reclassifies and bifurcates its objects into the following categories:

1. Main Objects — comprising the primary business activities for which the Company is to be carried on; and
2. Matters Which Are Necessary for Furtherance of the Main Objects — consisting of only such ancillary, incidental, or consequential objects required for conducting and supporting the Company’s main business activities.

All such objects contained in the existing MOA which are outdated, irrelevant to present operations, not aligned with current business activities or not permissible under the Companies Act, 2013, be and are hereby deleted, substituted or rationalised; and only the objects necessary for conduct, growth and management of the Company’s current business, as detailed in the new MOA placed before the meeting, be adopted.”

“RESOLVED FURTHER THAT, pursuant to the aforesaid adoption of the new MOA and in supersession of all earlier resolutions, Clause III(A) – Main Objects of the MOA be and is hereby altered by substituting and deleting Object Nos. 1 to 35, continuing with Object Nos. 36 to 42 as stated in the existing MOA, and renumbering the objects in the proposed MOA accordingly starting from Object No. 1 to 7; and further by inserting a new object as Object No. 8 under Part-A of Clause III after the existing sub-clauses, as follows:

8. *To act as manufacturers, designers, developers, and service providers (including import, export, assembly, and repair) for a comprehensive range of lethal and non-lethal defence equipment and sub-systems. This encompasses the full spectrum of military technology, specifically including Arms and Ammunition (small arms to missiles), Military Vehicles (tanks, naval, and aerial platforms like UAVs), Aero-Space & Avionics (guidance, navigation, and surveillance systems), Communication & Electronics (radar, sonar, and electronic warfare), and essential Security & Protection gear (body armour, textiles, and tactical equipment). To provide comprehensive Maintenance, Repair, and Overhaul (MRO) services, technical support, training, logistics, calibration, lifecycle management, and upgradation services for all classes of defence equipment, machinery, and systems utilized by armed forces, paramilitary forces, police, and other authorised security agencies.*

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

2. Approval for change of name 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the approval of the shareholders be and is hereby accorded to change the name of the Company from ‘**Darjeeling Ropeway Company Limited**’ to ‘**Darjeeling Industries Limited**’ as approved by the Ministry of Corporate Affairs”.

“RESOLVED FURTHER THAT, the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered accordingly and substituted with the following clause:

I. The name of the Company is “**Darjeeling Industries Limited**”.

“RESOLVED FURTHER THAT, in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof duly authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions, and to give such directions, as may in its absolute discretion be deemed necessary or expedient, and to settle any question, difficulty, or doubt that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise, and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

104, Floor-1, Shreeji Darshan,
Tata Road No. 2,
Roxy Cinema Opera House, Girgaon,
Mumbai, Maharashtra, India – 400 004.

**By order of the Board
For, Darjeeling Ropeway Company Limited**

Date: 25th November, 2025
Place: Mumbai, Maharashtra

**Sd/-
Ashok Dilipkumar Jain
Managing Director
DIN: 03013476**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting ("EGM") will be held on Thursday, 18th December, 2025 at 03:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' ("MCA") General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at darjeelingropeway@gmail.com.
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Friday, 21st November, 2025 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Thursday, 11th December, 2025.
5. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") in electronic form.
6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at darjeelingropeway@gmail.com and/ or at info@accuratesecurities.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the Extra-Ordinary General Meeting ("EGM") in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.

10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. 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 Extra-Ordinary General Meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at www.darjeelingrcl.com/. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
13. Extra-Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Gaurav Vasudev Bachani, Proprietor of M/s. Gaurav Bachani & Associates (Membership No. 61110 ACS, CP No. 22830), Ahmedabad, Practising Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed (i.e. BSE Limited) and be made available on its website viz. www.bseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, 15th December, 2025, at 09:00 A.M. and ends on Wednesday, 17th December, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 11th December, 2025, 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 Thursday, 11th December, 2025.

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 and joining virtual meeting 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	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	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 login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. 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.

	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. 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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 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.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?

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. 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 csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 darjeelingropeway@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 (darjeelingropeway@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the EGM.
3. Members who have voted through Remote E-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (darjeelingropeway@gmail.com). The same will be replied by the Company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

The existing Memorandum of Association (“MOA”) of the Company was originally formulated under the Companies Act, 1913, wherein all objects—whether main or ancillary—were consolidated under a single “Objects Clause.” The Companies Act, 2013 requires clear bifurcation of (i) Main Objects, and (ii) Matters which are necessary for the furtherance of the Main Objects, in accordance with Table A of Schedule I of the Companies Act, 2013.

The Board of Directors of the Company, at its meeting held on 25th November, 2025, reviewed the existing MOA and noted that several object clauses are outdated, irrelevant, or no longer aligned with the Company’s present operations. Accordingly, these objects are proposed to be deleted, substituted, or rationalised so that only those necessary for the conduct, growth and management of the Company’s current business, as detailed in the new MOA placed before the meeting, are adopted. As part of this rationalisation, existing Object Nos. 1 to 35 are proposed to be deleted or substituted as they no longer correspond to the Company’s business, while Object Nos. 36 to 42 are proposed to be retained as relevant. All objects in the revised MOA will be re-numbered sequentially.

Further, the Board has approved the insertion of the new Object Clause No. 8 in the Memorandum of Association of the Company in accordance with the requirements of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (“KMPs”), or their relatives are concerned or interested in the proposed resolutions, except to the extent of their shareholding, if any.

The Board recommends the resolutions for approval of the members as **Special Resolutions**.

Item No. 2:

At the Board meeting held on Wednesday, 8th October, 2025, the Directors of the Company proposed to change the name of the Company to **“Darjeeling Enterprises Limited”** or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority.

Subsequently, the Company submitted an application to the MCA for reservation of the name **“Darjeeling Enterprises Limited”**, which was later rejected by the MCA. The Company thereafter opted for an alternative name, **“Darjeeling Industries Limited”**, in the resubmission made to the MCA, which was duly approved by the authority.

Pursuant to the approval granted by the MCA, the Board of Directors is of the opinion that the name of the Company be changed from **‘Darjeeling Ropeway Company Limited’** to **‘Darjeeling Industries Limited’**.

The proposed change is intended to better reflect the Company’s business activities, presence, and positioning in the market.

Consequent to the proposed change in name, Clause I of the Memorandum of Association is also required to be suitably amended.

Your directors recommend the proposed change in the name of the Company by way of a Special Resolution for the approval of the Shareholders at this General Meeting. A Certificate from Practising Chartered Accountant, confirming compliance with the conditions prescribed under Regulation 45 of SEBI (LODR) Regulations, 2015, for effecting the name change, is attached as **Annexure-A** to the Explanatory Statement forming part of the Notice.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

Registered Office:

104, Floor-1, Shreeji Darshan,
Tata Road No. 2,
Roxy Cinema Opera House, Girgaon,
Mumbai, Maharashtra, India – 400 004.

Date: 25th November, 2025

Place: Mumbai, Maharashtra

**By order of the Board
For, Darjeeling Ropeway Company Limited**

**Sd/-
Ashok Dilipkumar Jain
Managing Director
DIN: 03013476**

SUNIT M CHHATBAR & CO

Gokul, Govind nagar St No 4, Gandhigram, Rajkot - 360007

E-Mail - Chhatbar.sunit@gmail.com

Mo. 9033927693

#Certificate No. 2025/665

Date: 8th October, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir / Madam,

Sub: Auditor's Certificate for change of name of Darjeeling Ropeway Company Limited

With reference to the application to be submitted to BSE for approval of the change of name of the Company from **"Darjeeling Ropeway Company Limited"** to **"Darjeeling Enterpriises Limited"** or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority, and pursuant to Regulation 45 of SEBI (LODR) Regulations, 2015, we M/s. Sunit M Chhatbar & Co., Chartered Accountants, Rajkot (FRN:141068W) hereby confirm and certify that the Company has complied with the following conditions as mentioned under sub-regulation (1) of Regulation 45 of SEBI (LODR) Regulations, 2015:

1. A time period of at least one year has elapsed from the last name change - **The Company has not changed its name since inception.**
2. At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name i.e., **"Darjeeling Enterpriises Limited"** or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority.

Detailed bifurcation of income earned by the Company under various activities is as under:

From 01/10/2024 to 30/09/2025 (last 4 quarters)	Amount (Rs. in Lakhs)
Income from prior business activity - Construction Service	-
Income from new business activity - Trading of Agricultural Products	116.16

3. The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity - **Not Applicable.**

For, Sunit M Chhatbar & Co.
Chartered Accountants
FRN: 141068W

Sunit M Chhatbar
Proprietor
Membership No.: 166095
UDIN: 25166095BMNTKS1161
Place: Rajkot
Date: 8th October, 2025

