



## **POSTAL BALLOT NOTICE**

*(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)*

**Dear Member(s),**

NOTICE is hereby given that the resolutions set out below is proposed to be passed by the shareholders of True Colors Limited (the "Company") by means of Postal Ballot only through remote e-voting by electronic means ("remote e-voting") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 and General Circular No 03/2025 dated September 22, 2025 ("MCA Circulars") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("SEBI"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("Notice") only by email to its members who have registered their email address as on Friday, April 03, 2026 ("Cut-Off Date") with the Company/registrar and share transfer agent or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

A statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Shubham Agarwal, Proprietor of M/s CSA and Associates, a Practicing Company Secretaries firm, as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote evoting period commences from Friday, April 10, 2026, at 9:00 a.m. (IST) and shall end on Saturday, May 09, 2026, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer's report would be intimated to Bombay Stock Exchange ("BSE"), where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website i.e. <https://truecolorsgroup.com/postal-ballot/>

### **TRUE COLORS LIMITED**

(Formerly known as TRUE COLORS PRIVATE LIMITED)

+91 92743-35001  
info@truecolorsgroup.com  
www.truecolorsgroup.com

REGISTERED OFFICE  
True Colors House, P-8, GR Flr to 3rd Flr,  
Somakanji ni Wadi, Patel Line, Khatodara,  
Surat, Gujarat, India, 395002

FACTORY  
Plot No. 44 & 51, Rajhans Zesto Kalakachha,  
Jalalpore (Near Palasana Cross Road)  
Navsari-396415 Gujarat (India)

## **SPECIAL BUSINESS:**

### **ITEM NO. 01**

#### **To approve the alteration of Object Clause of Memorandum of Association of the Company**

To consider and, if thought fit, to pass 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, including any statutory modification or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time and subject to approval of the Registrar of Companies, Ahmedabad, the consent of the Members be and is hereby accorded to alter the Object Clause (Clause III(A)(3)) of the Memorandum of Association of the Company, by replacing it with the following clause:

*‘To manufacture, formulate, process, develop, refine, prepare, buy, sell, trade, distribute, import, export and otherwise deal in all kinds of inks and allied chemical products including digital textile inks, sublimation inks, reactive inks, direct-digital inks, pigmented inks, textile dyes, pigments, coating, pre-treatment and post-treatment chemicals and all allied or derivative ink and chemical products, as well as to buy, sell, import, export, trade and otherwise deal in textile printing machinery and its spare parts, and all ancillary materials used for bleaching, dyeing, mercerizing, calendaring, printing including digital printing, polymerizing, preparing, processing or working on cloth, yarn, thread, cotton, wool, silk, jute, synthetic fibres, rayon, nylon, polyester, staple fibres and all textile or paper-based materials.’*

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and is hereby authorized to undertake all such acts, deeds, matters, and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

### **ITEM NO. 02**

#### **To approve the increase in borrowing powers of the Board under Section 180(1)(c) and to authorise creation of charge under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof), to:

- borrow monies from time to time, for and on behalf of the Company, by way of loans, financial assistance, credit facilities, non-convertible debentures, external commercial borrowings or in any other form of borrowing whatsoever, such that the total amount of monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), shall not exceed ₹ **300,00,00,000/- (Rupees Three Hundred Crores Only)** at any point of time; and

- **mortgage, hypothecate and/or create charge** in such form and manner and with such ranking and at such time(s) as the Board may deem fit, on all or any of the assets and properties of the Company, whether movable or immovable, tangible or intangible, present or future, wherever situated, in favour of banks, financial institutions, lenders or any other person(s), for securing the borrowings and financial facilities availed/to be availed by the Company, within the overall borrowing limits as approved above

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise and settle the terms and conditions of such borrowings and securities, including the rate of interest, tenure, repayment terms, security cover, and all other related matters, and to execute all such documents, deeds and writings as may be required.

**RESOLVED FURTHER THAT** the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including delegation of powers to any Committee or authorised person, and to resolve any question, difficulty or doubt that may arise in this regard.”

### **ITEM NO. 3**

#### **Ratification of Remuneration of Cost Auditor**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s B H Kevadiya & Co. (Firm Registration Number-003946W), Cost Accountants, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2025-26, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

For and on behalf of the Board of Directors  
**By the order of the Board**

**For True Colors Limited**  
**(Formerly known as True Colors Private Limited)**

Sd/-  
**Ms. Javnika Gandharva**  
**Company Secretary & Compliance Officer**  
**ICSI M. No.: A42880**

**Place: Surat**  
**Date: April 08, 2026**

## **NOTES:**

1. The Statement in terms of Section 102 of the Companies Act, 2013 ('the Act') and other applicable provisions, which sets out the details relating to the Special Businesses to be transacted through Postal Ballot, is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ('DPs') or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on Friday, April 03, 2026 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013 (the 'Act'), read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. Shareholders may please note that this Notice will be available on the Company's website at <https://truecolorsgroup.com/postal-ballot/>, websites of the Stock Exchanges, i.e., Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and on website of Bigshare Services Pvt. Ltd. at [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).
4. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote E-Voting facility to all the Members of the Company.
5. E-voting period will commence on Friday, April 10, 2026, at 9:00 A.M. (IST) and ends on Saturday, May 09, 2026, till 5:00 P.M. (IST). During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, April 03, 2026, may cast their vote by Remote E-Voting. The voting rights of shareholder(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Remote E-Voting module shall be disabled by Bigshare Services Pvt. Ltd. after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
7. Members are requested to notify immediately about any change in their postal address / E-mail address to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Bigshare Services Private Limited having its office at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, Maharashtra, India Shareholders holding Equity Shares of the Company in physical form may register their E-mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company by E-mail, by sending appropriate communication on [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).
8. The Members who have not received any communication regarding this Postal Ballot/ Remote E-Voting for any reason whatsoever but holding shares as on cut-off date, are also entitled to vote

and may obtain the User ID and Password or instructions for Remote E-Voting by sending a request at e-mail of the Company viz. [cs@truecolorsgroup.com](mailto:cs@truecolorsgroup.com) or contact their Depository Participants or Bigshare Services Private Limited, between 0900 Hours to 1800 Hours on all working days, except Saturday and Sunday. In case of any queries, connected with E-voting, the members may contact Bigshare Services Pvt. Ltd. at email at [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).

9. The Company has appointed Mr. Shubham Agarwal, Proprietor M/s CSA and Associates, a Practicing Company Secretaries firm as the Scrutinizer, ("Scrutinizer") for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report upon completion of scrutiny on the basis of Remote E-Voting data provided by Bigshare Services Pvt. Ltd., in a fair and transparent manner and the result of the Postal Ballot will be announced within prescribed timelines. In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the Resolution, if approved with requisite majority, shall deemed to have been passed on the last date specified by the Company for E-voting i.e. Saturday, May 09, 2026. The declared results along with the report of the Scrutinizer shall be forwarded to BSE Limited and shall also be uploaded on the website of the Company.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, May 09, 2026.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

### **Bigshare i-Vote E-Voting System**

#### **E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

- i. The voting period begins on Friday, April 10, 2026 and ends on Saturday, May 09, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Friday, 03rd April, 2026) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not

only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

#### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
  - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.  
**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND  
OTHER APPLICABLE PROVISIONS**

**ITEM NO. 01**

**To approve the alteration of Object Clause of Memorandum of Association of the Company**

The Company is presently engaged in the business of Import of Digital Textile printing Machines, Inks and Spare Parts, Manufacturing of Sublimation paper and digital textile printed Fabrics as set out in its existing Object Clause of the Memorandum of Association.

The existing Clause III(A)(3), inter alia, permits the Company to deal in Digital textile printing machinery, inks and allied consumable materials. However, the Company has primarily been engaged in manufacturing and dealing in digital textile and related products and has not been undertaking in-house manufacturing of inks and allied chemical products under the existing object clause.

In line with its strategic growth plans and evolving market requirements, the Company now proposes to commence in-house manufacturing of inks and allied chemical products. This initiative is aimed at transitioning from a trading-led model to a more manufacturing-driven and integrated business model, thereby reducing dependence on imports and external suppliers, strengthening supply chain reliability, and ensuring better control over product quality, consistency and availability.

Accordingly, it is proposed to amend Clause III(A)(3) of the Memorandum of Association to explicitly include manufacturing, processing and dealing in various types of inks, allied chemical products, textile dyes, pigments, coating, pre-treatment and post-treatment chemicals, along with textile printing machinery and its spare parts and related ancillary materials.

The proposed amendment is expected to enhance operational efficiency, optimize procurement and production cycles, and support cost rationalization and improvement in operating margins over time. Further, the proposed activity will enable the Company to strengthen its position as an integrated solutions provider, improve competitiveness and support sustainable long-term growth.

It is hereby clarified that there is no change in the main line of business of the Company, and the existing objects as contained in Clause III(A)(1) and Clause III(A)(2) shall remain unchanged. The proposed alteration is only to expand and strengthen the existing object clause in line with the Company's present and future business operations.

The alteration of the Object Clause requires approval of the Members by way of a **Special Resolution** pursuant to Section 13 of the Companies Act, 2013.

A copy of the Memorandum of Association along with the proposed amended clause is available for inspection by the Members during business hours at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out at **Item No. 1** for approval of the Members as a **Special Resolution**.

## **ITEM NO. 02**

### **To approve the increase in borrowing powers of the Board under Section 180(1)(c) and to authorise creation of charge under Section 180(1)(a) of the Companies Act, 2013:**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium only with the approval of the Members. Further, under Section 180(1)(a), the Board is required to obtain Members' approval for creation of charge/mortgage on the assets of the Company to secure such borrowings.

The Members of the Company had earlier approved the borrowing limits up to ₹ 100 Crores. In view of the Company's expansion plans and growing business requirements, it is now proposed to enhance the borrowing limits to ₹ 300 Crores.

The proposed enhancement in borrowing limits is primarily intended to support the Company's strategic focus on expansion of its existing operations and development of manufacturing capabilities, particularly in the consumables segment. This includes setting up ink manufacturing facilities at scale through phased investments in plant, machinery and related infrastructure, and thereafter expanding into other key consumables over time.

In addition, the enhanced limits will support the Company's increasing working capital requirements arising out of business growth, along with other operational and strategic funding needs. The funding requirements are proposed to be met through a prudent mix of bank borrowings and internal accruals.

The proposed increase in borrowing limits may result in a higher level of debt and leverage in the short to medium term. However, the Company intends to deploy the funds in a phased and disciplined manner, aligned with capacity creation and business expansion. Over time, the resulting scale-up in operations, improved efficiencies and better margin profile are expected to support debt servicing and strengthen the overall financial position of the Company. The management remains committed to maintaining a balanced capital structure and prudent financial management.

Accordingly, approval of the Members is sought by way of a Special Resolution under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 to:

increase the borrowing powers of the Board up to ₹ 300 Crores; and authorise the Board to create mortgage, hypothecation and/or charge on the assets of the Company to secure such borrowings.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out at **Item No. 2** for approval of the Members as a **Special Resolution**.

## **ITEM NO. 3**

### **Ratification of Remuneration of Cost Auditor**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to maintain cost records and get the same audited by a Cost Auditor.

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s B H Kevadiya & Co. (Firm Registration Number: 003946W), Cost Accountants, as the Cost Auditor of the Company for the Financial Year 2025-26, at a remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2025-26.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out at **Item No. 3** for approval of the Members as an **Ordinary Resolution**.

For and on behalf of the Board of Directors  
**By the order of the Board**

**For True Colors Limited**  
**(Formerly known as True Colors Private Limited)**

Sd/-  
**Ms. Javnika Gandharva**  
**Company Secretary & Compliance Officer**  
**ICSI M. No.: A42880**

**Place: Surat**  
**Date: April 08, 2026**