



# IntraSoft Technologies Limited

**Regd. Office :** 502A Prathamesh, Raghuvanshi Mills Compound, S.B. Marg, Lower Parel, Mumbai - 400 013  
**T:** +91-22-4004-0008 **F:** +91-22-2490-3123 **E:** intrasoft@itlindia.com **W:** www.itlindia.com **CIN:** L24133MH1996PLC197857  
**Corp. Office :** Suite 301, 145 Rash Behari Avenue, Kolkata - 700 029. **Tel:** +91-33-4023-1234 **Fax:** +91-33-2464-6584

August 29, 2024

**Corporate Relationship Department**  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Fort, Mumbai - 400 001

**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Mumbai - 400 051

**Scrip Code: 533181 / ISFT**

**Dear Sir,**

**Sub: Notice of 29<sup>th</sup> Annual General Meeting, Disclosure of E - Voting and Book Closure**

**Ref.: Intimation pursuant to Regulation 30(2) and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject, we wish to inform you that the 29<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Tuesday, 24<sup>th</sup> September, 2024 at 03:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 18<sup>th</sup> September, 2024 to Tuesday, 24<sup>th</sup> September, 2024 (both days inclusive) for the purpose of AGM.

The Cut-off Date / Record Date for the Shareholders holding shares of the Company would be Tuesday, 17<sup>th</sup> September, 2024 for the purpose of Remote E-Voting eligibility of the Shareholders.

All the Members are further informed that, the remote e-voting shall commence from 09:00 a.m. on Saturday, 21<sup>st</sup> September, 2024 up to 05:00 p.m. on Monday, 23<sup>rd</sup> September, 2024. The remote e-voting shall be disabled by INSTAVOTE (provided by Link Intime India Private Limited) for voting thereafter. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Members who have not voted through Remote e-voting facility, will be permitted to vote through e-voting at the AGM. The Members who have already casted their vote through Remote e-voting may attend the AGM through VC but shall not be entitled to cast their vote during the AGM.





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**Regd. Office :** 502A Prathamesh, Raghuvanshi Mills Compound, S. B. Marg, Lower Parel, Mumbai - 400 013  
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The particulars of Annual General Meeting, Remote E-Voting and Book Closure are set out below:

Sl. No.	Particulars	Details
1	Date of 29 <sup>th</sup> Annual General Meeting (AGM) to be held in VC/OAVM Mode at <a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a> platform	24.09.2024
2	Book Closure dates for the purpose of AGM (for the Shareholders holding shares in physical form)	18.09.2024 to 24.09.2024 (both days inclusive)
3	Cut-off date Remote E-Voting eligibility	17.09.2024
4	Commencement and the end of Remote E-Voting	21.09.2024 at 09:00 a.m. to 23.09.2024 at 05:00 p.m.
5	Circulation of Notice to the Shareholders whose e-mails are registered	29.08.2024

Notice of the 29<sup>th</sup> Annual General Meeting of the Company is enclosed herewith. The said Notice is also available on the website of the Company at: [www.itlindia.com](http://www.itlindia.com)

This is for your information and records.

Thanking You,  
Yours faithfully,

For IntraSoft Technologies Limited



**Aakash Kumar Singh**  
Company Secretary & Compliance Officer

**Encl.:** Notice of 29<sup>th</sup> AGM

# Notice

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the Members of **IntraSoft Technologies Limited** will be held on **Tuesday, 24 September 2024** at 03.00 P.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The Venue of the Annual General Meeting be deemed as Registered Office of the Company at 502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013.

## ORDINARY BUSINESS

### 1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, and the Reports of the Board of Directors and Auditors thereon, and
- (b) the Audited Consolidated Financial Statements for the financial year ended 31 March 2024 along with Auditors Report thereon.

### 2. To appoint a director in place of Mr. Arvind Kajaria (DIN: 00106901), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Kajaria (DIN: 00106901), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

### 3. To appoint M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time or any other law for the time being in force, M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E), who have given their consent and certificate pursuant to the said provisions of the Act, be and are hereby appointed as Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2029 at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to the foregoing resolution."

## SPECIAL BUSINESS

### 4. Appointment of Mr. Aditya Pachisia (DIN: 08153449) as Independent Director of the Company for the first term of five (5) consecutive years with effect from 28 June 2024.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof for the time being in force), Chapter - IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aditya Pachisia (DIN: 08153449), who was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. 28 June 2024, and who shall in terms of Section 161(1) of the Companies Act, 2013 shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the first term of five (5) consecutive years, for the period from 28 June 2024 to 27 June 2029.

**5. Appointment of Ms. Roshni Kumari Gupta (DIN: 10680010) as Independent Woman Director of the Company for the first term of five (5) consecutive years with effect from 28 June 2024.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof for the time being in force), Chapter - IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Roshni Kumari Gupta (DIN: 10680010) who was appointed as an Additional Director of the Company in the category of Independent Woman Director w.e.f. 28 June 2024, and who shall in terms of Section 161(1) of the Companies Act, 2013 shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five (5) years, for the period from 28 June 2024 to 27 June 2029.

**6. Appointment of Mr. Auggustus Singhal (DIN: 10734799) as Independent Director of the Company for the first term of five (5) consecutive years with effect from 13 August 2024.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof for the time being in force), Chapter - IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Auggustus Singhal (DIN: 10734799) who was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. 13 August 2024, and who shall in terms of Section 161(1) of the Companies Act, 2013 shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) years, for the period from 13 August 2024 to 12 August 2029.

**7. To approve the appointment of Mr. Amritanshu Kajaria as Manager Operations, being the appointment to place of profit in the Company (Relative of Mr. Arvind Kajaria, Managing Director of the Company):**

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

**"RESOLVED THAT** pursuant to the provisions of Section - 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, governing the Related Party Transactions and the Company's Policy on Related Party Transaction(s) and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for entering into the arrangement / transaction (including transfer of resource, service or obligation) for a period of 3 (Three) years with effect from 01 October 2024 with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such arrangements / transactions; without further reference to the Members of the Company, in such manner as may be decided by the Audit Committee from time to time, viz.:

<b>Name of Related Party</b>	Mr. Amritanshu Kajaria
<b>Nature of Relationship</b>	Employer – Employee Relationship
<b>Name of Interested Person (In Capacity as Director(s) of the Company)</b>	Mr. Arvind Kajaria – Managing Director of the Company
<b>Location</b>	15B/1A, Raja Santosh Road, Alipore, Kolkata - 700 027, West Bengal, India
<b>Nature of Transaction</b>	Appointment as Manager Operations for a period of 3 (Three) years with effect from 01 October 2024, being the appointment to place of profit in the Company
<b>Amount (in ₹)</b>	₹ 34,50,000/- (Rupees Thirty Four Lacs Fifty Thousand only)

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorized severally to ensure all the ROC compliances, if any; in this regard and to take necessary action / execute documents to bring this resolution into force.”

By Order of the Board of Directors

**Aakash Kumar Singh**

Company Secretary

Place : Kolkata

Date : 13 August 2024

**Registered Office:**

**CIN: L24133MH1996PLC197857**

A-502, Prathamesh, Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013

Tel: 022 2491 2123 Fax: 022 2490 3123

E-Mail ID: [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) Website: [www.itlindia.com](http://www.itlindia.com)

**NOTES:**

- a)** Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2023 dated 25 September 2023 read with MCA circulars no. 14/2020, 17/2020, 20/2020 dated 08 April 2020, 13 April 2020, 05 May 2020 respectively, read with SEBI Circulars No. SEBI/HO/CFD/POD-2/P/CIR/2023/167 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and dated 07 October 2023 and 13 May 2022 respectively (collectively, the "said Circulars"), permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI Circulars mentioned above, the 29th Annual General Meeting of the Members of the Company is being held through VC/OAVM Mode and consequently no attendance slip is enclosed with this notice.
- b)** Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the said Circulars through VC/OAVM mode, accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form is not annexed to the Notice.
- c)** Members attending the AGM through VC/OAVM mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.  
The copies of Notice of 29th AGM and the Annual Report 2023-24 shall be available on the Website of the Company at [www.itlindia.com](http://www.itlindia.com) in Financials - Annual Reports section. Since the AGM is held through VC/OAVM mode, no road map of the location for the venue of the AGM is annexed to the Notice.
- d)** Registers maintained under Sections 170 and 189 shall be made electronically available for inspection of members during this AGM, through the Link Intime e-Voting system itself. The details of the Link Intime e-Voting system is given below.
- e)** Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM Mode on its behalf and authorization for voting through remote e-voting/electronic voting at AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with copy marked to the Company at [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com).
- f) Registration of email ID/Bank Account details/ Certificates:**  
In case the shareholder's e-Mail ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA" / Depositories, log in details for e-voting are being sent on the registered email address.  
In case, the shareholder has not registered his/her/their e-Mail address with the Company / its RTA / Depositories and or **not updated the Bank Account mandate** for receipt of future dividend, if any, the following instructions to be followed:  
i) Kindly log in to the website of our RTA, Link Intime India Private Limited, [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > e-Mail / Bank detail Registration - fill in the details and upload the required documents and submit.  
**OR**  
ii) In the case of Shares held in Demat mode:  
Alternatively, the shareholder may please contact the Depository Participant ("DP") and register the e-Mail address and bank account details in the Demat Account as per the process followed and advised by the DP.
- g)** In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct Credit details / Name / Address / Power of Attorney and update their Core Banking Solutions enabled account number:  
• For shares held in physical form: with the Registrar and Transfer Agent of the Company.  
• For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.  
Kindly note that as per Regulation 12 read with Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for distribution of dividends or other cash benefits to the investors, electronic mode of payments like National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT) shall be used. In cases where the details like MICR No., IFSC No. etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants, demand drafts will be used. Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend and other cash benefits, as and when declared, through electronic mode and in all cases keep your bank account details updated in your demat account/physical folio.
- h)** The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website [www.itlindia.com](http://www.itlindia.com) and websites of the

Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- i) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is hereto annexed.
- j) The physical copies of notice of 29th Annual General Meeting and the Annual Report 2023-24 shall be open for inspection at the Registered Office of the Company during business hours between 11:00 a.m. to 01:00 p.m. except on holidays, up to the date of the Annual General Meeting.
- k) The particulars of Mr. Arvind Kajaria (DIN: 00106901), Mr. Aditya Pachisia (DIN: 08153449), Ms. Roshni Kumari Gupta (DIN: 10680010) and Mr. Auggustus Singhal (DIN: 10734799), the Directors proposed to be reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.
- l) Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available and open for inspection by the members on Company's website at [www.itlindia.com](http://www.itlindia.com) up to the date of the Meeting.
- m) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Secretarial Department at [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) at least 7 days before the date of the meeting, to enable the Company to suitably reply such queries at the meeting/by e-Mail.
- n) Registers maintained under Sections 170 and 189 of the Companies Act, 2013 shall be made electronically available for inspection of members during the AGM at – 'Statutory Documents' section of the website of the Company – [www.itlindia.com](http://www.itlindia.com).
- o) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday 18 September 2024 to Tuesday, 24 September 2024 (both days inclusive).
- p) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2016-17 (Final) to 2023-24 (Interim and/or Final Dividend) are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant / demand draft. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.itlindia.com](http://www.itlindia.com)) and also on the website of the Ministry of Corporate Affairs. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends, and the dividend amount and shares transferred to IEPF.  
In terms of Section 124 of Companies Act, any dividend remaining unpaid for a period of seven years from the date

of transfer to Unpaid Dividend Account is required to be transferred to the "Investor Education & Protection Fund" (IEPF). Members are requested to encash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

**q) Instructions for Shareholders/Members to Attend the Annual General Meeting through Insta Meet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- i) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes prior to the time scheduled of commencement of the Annual General Meeting and will be available to the Members on first come first serve basis.
- ii) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed 15 (fifteen) minutes after the conclusion of the Annual General Meeting. Shareholders / Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii) Shareholders/Members will be provided with Insta Meet facility wherein Shareholders/Member shall register their details and attend the Annual General Meeting as under:  
Open the internet browser and launch the URL for Insta Meet <<<https://instameet.linkintime.co.in>>> and register with your following details:  
Select the "**Company**" and '**Event Date**' and register with your following details:
  - A. Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No.
    - Shareholders/members holding shares in CDSL Demat Account shall provide 16 Digit Beneficiary ID
    - Shareholders/members holding shares in NSDL Demat Account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided

to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

**Click "Go to Meeting"**

- iv) Shareholders/Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- v) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- vi) Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account Number/Folio Number, E-mail ID, Mobile Number at Company ID at [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) from 20 September 2024 to 22 September 2024. Shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the Meeting. Similarly, Shareholders/Members, who would like to ask questions, may send their questions in advance mentioning their name Demat Account Number/Folio Number, E-mail ID, Mobile Number at [intrasoft@itlinda.com](mailto:intrasoft@itlinda.com). The same will be replied by the company suitably.
- vii) The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No.' once they mark attendance for the Meeting.
- viii) Please reach out to Mr. Rajeev Ranjan at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) and/or Mr. Aakash Kumar Singh at [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) should you have any queries on video conferencing.
- ix) The members are requested to contact on – InstaMeet Support Desk of Link Intime India Pvt. Ltd. at - [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or at the helpline number i.e. +91 22 4918 6175 who need assistance for using the technology before or during the meeting.
- x) [Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: Insta MEET and for Speakers.](#)  
For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited, Insta MEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the path of the Links provided as under on the Website of the Company:  
[https://itlindia.com/docs/InstaMeet\\_Platform\\_Special\\_Instructions.pdf](https://itlindia.com/docs/InstaMeet_Platform_Special_Instructions.pdf)  
[https://itlindia.com/docs/InstaMeet\\_Software\\_Installation\\_Guide.pdf](https://itlindia.com/docs/InstaMeet_Software_Installation_Guide.pdf)
- r) **Information and other instructions relating to voting by electronic means:**
  - i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means i.e through Remote E-voting and E-voting during the AGM. The said facility of casting the votes by the members using an electronic voting system will be provided by Link Intime India Private Limited.
  - ii) However, pursuant to the SEBI Circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on "e-Voting facility provided by listed companies", e-Voting process has been enabled to all the individual Demat Account holders, by way of single log-in credential, through their Demat Accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17 September 2024.
  - iii) Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting services provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. The members who have cast their vote by remote e-voting may attend the meeting held through VC/OAVM mode but shall not be entitled to cast their vote again. Shareholders are advised to update their mobile number and e-mail ID in their Demat Accounts to access e-Voting facility.



- iv) The remote e-voting period commences on Saturday 21 September 2024 (9:00 a.m.) and ends on Monday 23 September 2024 (5:00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 17 September 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) **The process and manner for remote e-voting post change in log in mechanism as per SEBI Circular dated 09 December 2020 are as under:**

**A. Login method for Individual shareholders holding securities in Demat mode/physical mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat Mode with NSDL	<ul style="list-style-type: none"> <li>• 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.nsdl.com">https://eservices.nsdl.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.</li> <li>• 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> <li>• Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The 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 <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>• 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>• If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, the 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.</li> </ul>

- Individual Shareholders holding securities in Physical mode & evoting service Provider is Link Intime.
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
    - » Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
      - A. User ID:** Shareholders/members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. NSDL Demat Account holder shall provide 8 character DP ID followed by 8 digit Client ID and CDSL Demat Account holders shall provide 16 digit beneficiary ID.
      - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
      - C. DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
      - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
        - Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio Number in 'D' above
    - » Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
    - » Click "confirm" (Your password is now generated).
  2. Click on 'Login' under 'SHARE HOLDER' tab.
  3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
  4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
  5. E-voting page will appear.
  6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  7. After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **Guidelines for Institutional shareholders ("Corporate Body/Custodian/Mutual Fund"):**

##### **Step 1 – Registration:**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body / Custodian / Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organization ID; Password) will be sent to Primary contact person's e-Mail ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### Step 2 – Investor Mapping:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### Step 3 – Voting through remote e-voting:

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### Method 1 - Votes Entry:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour/Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### Votes Upload:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name/Event number. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### B. Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME and Institutional Shareholders as well, have forgotten the password:

If an Individual Shareholder holding securities in physical mode has forgotten the USER ID (Login ID) or Password or both then the Shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://Instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'

- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
  - In case shareholders/members is having valid e-mail address, Password will be sent to his/her registered e-mail address.
  - Shareholders/Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**C. Individual Shareholders holding securities in Demat Mode with NSDL / CDSL have forgotten the password:**

- Shareholders/Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants' website.
- >> It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- >> For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- >> During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**D. Helpdesk for Individual Shareholders holding securities in Demat mode:**

In case shareholders/members holding securities in Demat Mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 4886 7000 and 022 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**E. Helpdesk for Individual Shareholders holding securities in Physical Mode / Institutional Shareholders & evoting service provider is LINKINTIME.**

In case shareholders / members holding securities in Physical Mode / Institutional Shareholders have any queries regarding technical issues in login and e-voting, may contact Link Intime India Private Limited INSTAVOTE Helpdesk by sending a request at to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: Tel: 022 4918 6000.

- F. Any person, who acquires shares of the Company and become member of the Company after sending of the notice through E-mail and holding shares as on the cut-off date i.e. 17 September 2024 may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com)

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
  - > Select the "Company" and 'Event Date' and register with your following details: -
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
    - C. Mobile No.:** Enter your mobile number.
    - D. Email ID:** Enter your email id, as recorded with your DP/Company.

- > Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**s) Instructions for Shareholders / Members to vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated, on the instructions of the Chairman, by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered e-mail ID) received during registration for Insta Meet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- v. After selecting the appropriate option i.e. Favour/Against as desired and having decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/Members, who will be attending the Annual General Meeting 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 electronic voting facility during the meeting through InstaMeet facility.

Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call at - Tel: (022 4918 6175)

- t) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM held through InstaMeet facility.
- u) Mr. Jayesh Shah, Partner of Rathi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM held through VC/OAVM and process in a fair and transparent manner.
- v) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall within two working days of conclusion of the meeting, submit a consolidated scrutinizer's report to the Chairman or the Company Secretary who is authorized in this behalf shall counter sign the same and shall declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.itlindia.com](http://www.itlindia.com) and BSE Limited and National Stock Exchange of India Limited and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in> immediately after the declaration of result. The resolutions shall be deemed to be passed at the AGM of the Company scheduled to be held on 24 September 2024.
- w) The Annual Accounts of the Subsidiary Companies shall be available on website of the Company in the Section "Financials - Annual Reports" for inspection by any shareholder.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3:**

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 14 May 2024 had approved the appointment M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Singhi & Co., Chartered Accountants, and the erstwhile statutory auditors of the Company.

Pursuant to Section 139(8) of the Act, the members by way of postal ballot completed on 21 June 2024 had appointed M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E), as the Statutory Auditors of the Company to hold office till the conclusion of 29th AGM, to be held in year 2024.

M/s. K.N. Gutgutia & Co., Chartered Accountants, being eligible under Section 139(1), 141(3) and other applicable provisions, if any, of the Act, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act.

**Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the brief profile of K.N. Gutgutia & Co., is as under:**

M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) ("the Audit Firm") was established in the year 1949. It has its head office in Kolkata. It has currently 6 partners and handling Statutory Audits and Tax Audits of various Listed and Unlisted Companies and Statutory Auditors for many Public Sector Undertakings.

Particulars of Disclosure	Details
Proposed Fees payable to the Statutory Auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fees payable to M/s. K.N. Gutgutia & Co., Chartered Accountants is ₹ 7.8 Lacs for each financial year for Limited Reviews / Statutory Audit and Tax Audit which is approximately also being paid by generally the peers in the Industry for the comparable business operations as that of the Company.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	On the Audit Committee's recommendations, the Board of Directors considered various parameters like the years of experience, capability to serve the diverse and unique business landscape as that of the Company, Audit experience in Company's and its Wholly Owned Subsidiaries' Operating segment and found M/s. K.N. Gutgutia & Co., Chartered Accountants, suitable to handle the volume and diverse and complex Audit function of the Company. M/s. K. N. Gutgutia & Co. was founded in the year 1949 having its Head office at Kolkata (West Bengal). The Firm is amongst the largest assurance service providers in India having over 75 Years of experience in assurance and audit. They have over 80 years of experience in Assurance & Audit, Internal Audits, Tax Audits, Banking Companies Audits. They are also the empaneled Auditors with Reserve Bank of India (RBI) and Comptroller and Auditor General of India (C.A.G.) for CAG Audits. The Firm's experts comprises of 6 partners over 3 cities and 31 other employees.

The Board of Directors recommends the said resolution, as set out in Item No. 3 of this Notice for your approval.

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

**Item No. 4: To appoint Mr. Aditya Pachisia (DIN: 08153449) as an Independent Director of the Company.**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 28 June 2024 appointed Mr. Aditya Pachisia (DIN: 08153449) as an Additional Director (Category: Non – Executive & Independent) of the Company with immediate effect.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Aditya Pachisia holds office as an Additional Director till the date of the ensuing 29th Annual General Meeting (AGM) to be held on 24 September 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 the appointment of Mr. Aditya Pachisia as an Independent Director, shall not liable to retire by rotation, for a period of five consecutive years with effect from 28 June 2024 upto 27 June 2029. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from members proposing the candidature of Mr. Aditya Pachisia, for the office of the Independent director.

Mr. Aditya Pachisia is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from him as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Aditya Pachisia has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Mr. Aditya Pachisia is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Mr. Aditya Pachisia is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Mr. Aditya Pachisia fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management.

Mr. Aditya Pachisia is a Practicing Chartered Accountant under his firm named as Aditya Pachisia & Associates since 18 August 2015 and has over 9 years of experience in the field of Auditing and Assurance and rendering Consultancy Services. His areas of practice include Statutory Audit, Tax Audit, GST Audit and Internal Audit. He is also already serving as a Director on the Board of Purvi Iron Limited - A Steel Manufacturing Company. He has been a regular faculty for giving lecture sessions at The Institute of Chartered Accountants of India (ICAI) and The Institute of Company Secretaries of India (ICSI) on the topics related to Advanced Accounting and Company Accounts. His professional Area of Interest and Practice are - Direct and Indirect Taxes, Accountancy and Company Laws. The Company will be benefited by his rich and versatile experience in Accounting, Management and Legal Field and Entrepreneurial Practice and Management.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Aditya Pachisia as an Independent Director of the Company will add value for the Company and its stakeholders, and hence, it recommends appointment of Mr. Aditya Pachisia as an Independent Director of the Company. A brief profile of the said director is attached to this notice.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this 29th AGM Notice for approval of the Members of the Company as a Special Resolution.

Save and except Mr. Aditya Pachisia and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, or Promoter of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 5: To appoint Ms. Roshni Kumari Gupta (DIN: 10680010) as an Independent Woman Director of the Company.**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 28 June 2024, appointed Ms. Roshni Kumari Gupta (DIN: 10680010) as an Additional Director (Category: Non – Executive & Independent Woman Director) of the Company with immediate effect.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Woman Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Ms. Roshni Kumari Gupta holds office as an Additional Director till the date of the ensuing 29th Annual General Meeting (AGM) to be held on 24 September 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 the appointment of Ms. Roshni Kumari Gupta as an Independent Woman Director, shall not liable to retire by rotation, for a period of five consecutive years with effect from 28 June 2024 upto 27 June 2029. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from members proposing the candidature of Ms. Roshni Kumari Gupta, for the office of the Independent director.

Ms. Roshni Kumari Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from her as per the provisions of the Act and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Ms. Roshni Kumari Gupta has also confirmed

that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Ms. Roshni Kumari Gupta is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Ms. Roshni Kumari Gupta is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Ms. Roshni Kumari Gupta fulfils the conditions for her appointment as an Independent Woman Director, as specified in the Act and SEBI Listing Regulations and is independent of the management.

Ms. Roshni Kumari Gupta is a graduate from Calcutta University with a Master Degree in Commerce and Member of Institute of Company Secretaries of India. She has also completed LL.B (H) form Burdwan University and completed post graduate diploma in MBA from IMT Ghaziabad. She is a practicing Company Secretary and a sole proprietor of Roshni K Gupta & Associates, a practicing firm of Company Secretary, Kolkata, engaged in the profession of providing services of any type of secretarial matters under Companies Act, 2013, RBI and also providing services of all type of registrations and Licensing with various authorities in India. The firm renders professional services to clients to cater their need and demands of changing corporate and legal environment through innovative approach and widespread associate presence in the areas of services which include Corporate Laws, Partnership Laws, Intellectual Property Rights and Legal advisory for Complex Secretarial, Strategic Corporate Affairs & Issues with creative and flexible and commercial solutions. She has also worked with Organizations like ICICI Bank, Polymac Thermoformers Limited and Winsome International Limited (an ITC Limited Associated company) in Credit Process department and as Company Secretary. The Company will be benefited by her rich and versatile experience in Banking, and Legal Field apart from Entrepreneurial and Management skills.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Roshni Kumari Gupta as an Independent Woman Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Roshni Kumari Gupta as an Independent Woman Director of the Company. A brief profile of the said director is attached to this notice.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this 29th AGM Notice for approval of the Members of the Company as a Special Resolution.

Save and except Ms. Roshni Kumari Gupta and her relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 6: To appoint Mr. Auggustus Singhal (DIN: 10734799) as an Independent Director of the Company**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 13 August 2024, appointed Mr. Auggustus Singhal (DIN: 10734799) as an Additional Director (Category: Non – Executive & Independent) of the Company with immediate effect.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Auggustus Singhal holds office as an Additional Director till the date of the ensuing 29th Annual General Meeting (AGM) to be held on 24 September 2024.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 the appointment of Mr. Auggustus Singhal as an Independent Director, shall not liable to retire by rotation, for a period of five consecutive years with effect from 13 August 2024 upto 12 August 2029. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from members proposing the candidature of Mr. Auggustus Singhal, for the office of the Independent director.

Mr. Auggustus Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from him as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Auggustus Singhal has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Mr. Auggustus Singhal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Mr. Auggustus Singhal is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Mr. Auggustus Singhal fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management.

Mr. Auggustus Singhal is a passionate Business Developer with 10 Years of experience. He has completed ISC from La Martinere for Boys in 2010. He is an Honors Graduate in Commerce and also cleared both groups of CA Inter (IPCC) in November 2013.



He has worked for 5 Years as a Business Analyst in Baker Tilly DHC Private Limited, his domain area was to manage stakeholder relationship and prepare functional documentation, managing equity portfolio, ITR, GST and TDS Returns Filing and all works relating to Ministry of Corporate Affairs.

Since July 2019, he is a Director of M/S. Architectural Space and working as a Business Analyst in M/S. Studio Zenith. His job role is to conduct gathering sessions with Stakeholders, engaging with the clients for service issue resolution, managing all summary reports for site control.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Auggustus Singhal as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Auggustus Singhal as an Independent Director of the Company. A brief profile of the said director is attached to this notice.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this 29th AGM Notice for approval of the Members of the Company as a Special Resolution.

Save and except Mr. Auggustus Singhal and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 7: To approve the appointment of Mr. Amritanshu Kajaria as Manager Operations, being the appointment to place of profit in the Company (Relative of Mr. Arvind Kajaria, Managing Director of the Company):**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions mean a transaction involving a transfer of resources, services or obligations including material modifications thereto shall require prior approval of the Audit Committee and thereafter of shareholders through an Ordinary Resolution.

Based on the recommendation of Nomination Remuneration Committee, Audit Committee, Board of Directors at their meeting held on 13 August 2024 approved appointment of Mr. Amritanshu Kajaria relative of Mr. Arvind Kajaria, Managing Director of the Company, as the Manager Operations in the Company for a period of 3 (Three) years with effect from 01 October 2024 on the annual salary of ₹ 34,50,000/- (Rupees Thirty Four Lacs Fifty Thousand only) being the material related party transaction, subject to the approval of the shareholders through ordinary resolution.

The percentage of the company's annual consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction is 0.07%.

He will lead a large team of in-house specialists to drive innovation and set new benchmarks and will discover and implement new processes that will yield competitive advantage to the company. Furthermore he will explore the opportunities with management about the operations which will help the organization achieve its latest goals.

The Company will benefit from his expertise and will excel in the field of technology and innovation.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of this 29th AGM Notice for approval of the Members of the Company as an Ordinary Resolution.

Accordingly, approval of the members is being sought for passing the Ordinary Resolution as set out in the Notice. Except Mr. Arvind Kajaria (Managing Director of the Company), Mr. Sharad Kajaria (Whole – Time Director of the Company) and Mrs. Padma Kajaria (Promoter of the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Sl. No.	Particulars	Mr. Aditya Pachisia	Ms. Roshni Kumari Gupta	Mr. Auggustus Singhal
1.	Age	34	36	33
2.	Date of appointment on the Board	28 June 2024	28 June 2024	13 August 2024
3.	Date of Appointment/ Cessation (as applicable) and terms of appointment	<p>The Board of Directors of the Company in their Meeting held on 28 June 2024 appointed Mr. Aditya Pachisia as an Additional Director in the category of an Independent Director subject to the approval of the Shareholders within three months of the appointment as per the provisions of the SEBI (LODR), 2015.</p> <p>The tenure of the appointment will be for a period of 5 years w.e.f. 28 June 2024 subject to approval of the Shareholders within three months from the date of appointment.</p>	<p>The Board of Directors of the Company in their Meeting held on 28 June 2024 appointed Ms. Roshni Kumari Gupta as an Additional Director in the category of an Independent Woman Director subject to the approval of the Shareholders within three months of the appointment as per the provisions of the SEBI (LODR), 2015.</p> <p>The tenure of the appointment will be for a period of 5 years w.e.f. 28 June 2024 subject to approval of the Shareholders within three months from the date of appointment.</p>	<p>The Board of Directors of the Company in their Meeting held on 13 August 2024 appointed Mr. Auggustus Singhal as an Additional Director in the category of an Independent Director subject to the approval of the Shareholders within three months of the appointment as per the provisions of the SEBI (LODR), 2015.</p> <p>The tenure of the appointment will be for a period of 5 years w.e.f. 13 August 2024 subject to approval of the Shareholders within three months from the date of appointment.</p>

Sl. No.	Particulars	Mr. Aditya Pachisia	Ms. Roshni Kumari Gupta	Mr. Auggustus Singhal
4.	Brief Profile	<p>Mr. Aditya Pachisia is a Practicing Chartered Accountant under his firm named as Aditya Pachisia &amp; Associates since 18 August 2015 and has over 9 years of experience in the field of Auditing and Assurance and rendering Consultancy Services.</p> <p>His areas of practice include Statutory Audit, Tax Audit, GST Audit and Internal Audit. He is also already serving as a Director on the Board of Purvi Iron Limited - A Steel Manufacturing Company.</p> <p>He has been a regular faculty for giving lecture sessions at The Institute of Chartered Accountants of India (ICAI) and The Institute of Company Secretaries of India (ICSI) on the topics related to Advanced Accounting and Company Accounts.</p> <p>His professional Area of Interest and Practice are - Direct and Indirect Taxes, Accountancy and Company Laws.</p> <p>The Company will be benefited by his rich and versatile experience in Accounting, Management and Legal Field and Entrepreneurial Practice and Management.</p>	<p>Ms. Roshni Kumari Gupta is a graduate from Calcutta University with a Master Degree in Commerce and Member of Institute of Company Secretaries of India. She has also completed LL.B (H) form Burdwan University and completed post graduate diploma in MBA from IMT Ghaziabad.</p> <p>She is a practicing Company Secretary and a sole proprietor of Roshni K Gupta &amp; Associates, a practicing firm of Company Secretary, Kolkata, engaged in the profession of providing services of any type of secretarial matters under Companies Act, 2013, RBI and also providing services of all type of registrations and Licensing with various authorities in India.</p> <p>The firm renders professional services to clients to cater their need and demands of changing corporate and legal environment through innovative approach and widespread associate presence in the areas of services which include Corporate Laws, Partnership laws, Intellectual Property Rights and Legal advisory for Complex Secretarial, strategic corporate affairs &amp; issues with creative and flexible and commercial solutions.</p> <p>She has also worked with Organizations like ICICI Bank, Polymac Thermoformers Limited and Winsome International Limited (an ITC Limited Associated company) in Credit Process department and as Company Secretary.</p> <p>The Company will be benefited by her rich and versatile experience in Banking, and Legal Field apart from Entrepreneurial and Management skills.</p>	<p>Mr. Auggustus Singhal is a passionate Business Developer with 10 Years of experience. He has completed ISC from La Martinere for Boys in 2010. He is an Honors Graduate in Commerce and also cleared both groups of CA Inter (IPCC) in November 2013.</p> <p>He has worked for 5 Years as a Business Analyst in Baker Tilly DHC Private Limited, his domain area was to manage stakeholder relationship and prepare functional documentation, managing equity portfolio, ITR, GST and TDS Returns Filing and all works relating to Ministry of Corporate Affairs.</p> <p>Since July 2019, he is a Director of M/S. Architectural Space and working as a Business Analyst in M/S. Studio Zenith. His job role is to conduct gathering sessions with Stakeholders, engaging with the clients for service issue resolution, managing all summary reports for site control.</p>

Sl. No.	Particulars	Mr. Aditya Pachisia	Ms. Roshni Kumari Gupta	Mr. Augustus Singhal
5.	Skills/Expertise/Com-petence considered for appointment as an additional Director in the category of an Independent Director	Mr. Aditya Pachisia meets the following skills/Expertise/Competence required for the role and responsibilities for considering as an Independent Director, as have been identified by the Board of Directors of the Company: > Chartered Accountant	Ms. Roshni Kumari Gupta meets the following skills/Expertise/Competence required for the role and responsibilities for considering as an Independent Woman Director, as have been identified by the Board of Directors of the Company: > Company Secretary > LL.B (H)	Mr. Augustus Singhal meets the following skills/Expertise/Competence required for the role and responsibilities for considering as an Independent Director, as have been identified by the Board of Directors of the Company.
6.	Terms and conditions of appointment	A Non - Executive Independent Director of the Company, not liable to retire by rotation.	A Non - Executive Independent Director of the Company, not liable to retire by rotation.	A Non - Executive Independent Director of the Company, not liable to retire by rotation.
7.	Remuneration sought to be paid	Sitting Fee	Sitting Fee	Sitting Fee
8.	Disclosure of Relationships between Directors and other Key Managerial Personnel	None	None	None
9.	Names of Listed Entities in which the person also holds the Directorship and the Membership of the Committees of the Board	Nil	Nil	Nil

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

<b>Name</b>	<b>Arvind Kajaria</b>
<b>Age</b>	60 years
<b>Date of Appointment/Re-appointment (w.e.f.)</b>	01 April 2023
<b>Qualification</b>	B.Com, Degree in Business Administration from Adelphi University, New York (MBA)
<b>Brief Resume</b>	Mr. Arvind Kajaria is a Commerce Graduate and also holds Bachelor's degree in Business Administration from Adelphi University, New York. He is one of the Promoters of the Company. He has vast experience in finance, marketing, management and Investor Relations.
<b>Area of Expertise</b>	Finance, Marketing and Management, Investor Relations.
<b>Experience</b>	34 years
<b>Terms and conditions of appointment</b>	As mentioned in the resolution passed in the 27th Annual General Meeting.
<b>Remuneration sought to be paid</b>	As mentioned in the resolution passed in the 27th Annual General Meeting.
<b>Remuneration last drawn (FY 2023-24)</b>	72.11 Lacs
<b>Other Directorship in Listed Entities</b>	Nil
<b>Name of the other Companies in Committees of which holds membership/chairmanship</b>	Nil
<b>Disclosure of relationship between Directors inter-se</b>	Mr. Arvind Kajaria is the brother of Mr. Sharad Kajaria
<b>No. of Board Meetings attended during FY 2023-24</b>	7
<b>No. of Equity Shares held (as on 31 March 2024)</b>	28,11,797