

# DIKSHA GREENS LIMITED

CIN: L20100WB2004PLC099199 | Website:

[www.dikshagreens.co.in](http://www.dikshagreens.co.in)

E-mail: [dikshagreens@yahoo.com](mailto:dikshagreens@yahoo.com) | [info@dikshagreens.co.in](mailto:info@dikshagreens.co.in)

Phone: 033-2219-8219/2257-3530

Address: 11, Sambhu Chatterjee Street, 2<sup>nd</sup> Floor, Suit No.07, Jorasanko, Kolkata-700007



24/10/2024

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai400001.

Scrip Code: 542155

**Subject: Submission of 20<sup>th</sup> Annual Report of the Company for the Financial Year 2023-2024 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

Dear Sir/Madam,

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2023-2024 along with the Notice of the Annual General Meeting being dispatched to shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/Depository Participants/Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the Company will be held on Friday, 15<sup>th</sup> November, 2024 at 11:30 A.M at Registered Office of the Company at 11, Sambhu Chatterjee Street, 2<sup>nd</sup> Floor, Suit No.07, Jorasanko, Kolkata-700007. The Annual Report of the Company is also available on the website of the Company at [dikshagreens.co.in](http://dikshagreens.co.in) .

Kindly take the same on record.

**For Diksha Greens Limited**

**Somnath Nanda**  
Director  
DIN: 10776583  
Place: Kolkata

# DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko  
2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007  
Email: dikshagreens@yahoo.com  
Telephone: 033-2219-8219, 2257-3530  
CIN: L20100WB2004PLC099199

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 20<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF M/S DIKSHA GREENS LIMITED ("DGL"), WILL BE HELD ON FRIDAY, 15TH NOVEMBER, 2024 AT 11.30 A.M. ("IST") AT THE REGISTERED OFFICE OF THE COMPANY AT 11 SAMBHU CHATERJEE STREET, JORASANKO 2ND FLOOR, SUITE NO. 07, KOLKATA - 700007, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2024, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. Re-Appointment of M/s Bijan Ghosh & Associates, Chartered Accountants (having Firm Registration Number: 323214E), as statutory auditors of the company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, **M/s. Bijan Ghosh & Associates, Chartered Accountant, FRN-323214E, Mem. No.- 009491**, were appointed as Statutory Auditors of the Company to hold office for a period of five (5) consecutive years from the conclusion of Nineteenth (19th) Annual General Meeting till the conclusion of the Twenty-Fourth (24th) Annual General Meeting of the Company subject to ratification by shareholders at each Annual General Meeting, at such remuneration as may be approved by the Board of Directors of the Company. The Company has obtained from the auditors, a certificate as required under section 139(8) of the Companies Act, 2013 to the effect that they are eligible to continue as Statutory Auditors of the company. The Board considered the matter and thereafter decided that the ratification of the above-named auditors be recommended to the shareholders at the forthcoming Annual General Meeting. The Company hereby ratifies the appointment of the above Auditors to hold office from this Annual General Meeting till the next Annual General Meeting to be held in the year 2025."

### SPECIAL BUSINESS

3. **Change in Designation of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) from Managing Director to Executive Director of the Company**

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

"RESOLVED THAT pursuant to Section 152, 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof), and provisions of

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) from Managing Director to Executive Director of the Company w.e.f. 15<sup>th</sup> November, 2024, on the terms and conditions of appointment and remuneration as approved by the Board of Directors from time to time and that his period of office be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Rajesh Kumar Pirogiwal (DIN: 01279323), as Executive Director of the Company, as prescribed within the limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, or as per Schedule V of the Companies Act, considering the inadequate profit during the period of his tenure as Executive Director of the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to sign and file requisite e-Form DIR 12 with the Registrar of Companies, Kolkata, Ministry of Corporate Affairs, and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company in relation to the appointment of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) as an Executive Director of the Company."

#### **4. Regularization of Additional Executive Director Mr. Somnath Nanda (DIN: 10776583) as Executive Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and 160 of the companies Act, 2013 and the rules framed hereunder, as amended from time to time, Mr. Somnath Nanda (DIN: 10776583), who was appointed as additional director of the company under section 161 (1) of Companies Act, 2013 with effect from 10-10-2024 and who has consented in writing to act as a director of the company, be and is hereby appointed as an executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board, whose office is liable to be retired by rotation.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

#### **5. Appointment of Mr. Somnath Nanda (DIN: 10776583) as Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Remuneration

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

of Managing personnel) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force), the consent of Members be and is hereby accorded for appointment of Mr. Somnath Nanda (DIN: 10776583) as Managing Director of the Company w.e.f. 10-10-2024 for a period of 5 years with such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Somnath Nanda (DIN: 10776583), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Somnath Nanda (DIN: 10776583), Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Board.

**RESOLVED FURTHER THAT** any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

**6. Regularization of Appointment and Remuneration of Mr. Swapnil Nitin Kasar (DIN: 10799722) as Non-Executive Independent Director as per Companies Act, 2013.**

"**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Swapnil Nitin Kasar (DIN: 10799722), who was appointed as an Additional Director of the Company w.e.f 10-10-2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years upto 09-10-2029."

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

### **7. Regularization of Appointment and Remuneration of Ms. Manju Sanghamitra Nikale (DIN: 10744185) as Non-Executive Director as per Companies Act, 2013.**

“RESOLVED THAT pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Ms. Manju Sanghamitra Nikale (DIN: 10744185), who was appointed as an Additional Director of the Company w.e.f 10-10-2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years upto 09-10-2029.”

**By order of the Board of Directors  
For Diksha Greens Limited**

**Sd/-**

**Somnath Nanda**

**Director**

**DIN: 10776583**

**Place: Kolkata**

**Date: 23-10-2024**

**Regd. Office:**

11 Sambhu Chaterjee Street, Jorasanko

2nd Floor, Suite No. 07, Kolkata - 700007

CIN: L20100WB2004PLC099199

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko  
2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007  
**Email:** dikshagreens@yahoo.com  
**Telephone:** 033-2219-8219, 2257-3530  
**CIN:** L20100WB2004PLC099199

---

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
5. The Notice calling the AGM has been uploaded on the website of the Company at [www.dikshagreens.co.in](http://www.dikshagreens.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Mr. Pankaj Kumar Modi, Company Secretaries, Kolkata (Membership No. ACS 28600, C.P.No. 12472), has been appointed as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. Members are required to bring their attendance slip along-with copy of the Notice at the AGM.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

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

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this

# DIKSHA GREENS LIMITED

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko  
2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007  
**Email:** dikshagreens@yahoo.com  
**Telephone:** 033-2219-8219, 2257-3530  
**CIN:** L20100WB2004PLC099199

purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system of the AGM will be provided by NSDL and voting through ballot paper will be provided at the AGM venue.

The remote e-voting period begins on 12-11-2024 at 09:00 A.M. and ends on 14-11-2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08-11-2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08-11-2024.

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

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

### **Step 1: Access to NSDL e-Voting system**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-

# DIKSHA GREENS LIMITED





Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

	<p>Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <ol style="list-style-type: none"><li>2. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. CDSL</b>. Click on <b>CDSL</b> to cast your vote.</li></ol>



## DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

# DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

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

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

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

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

## DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

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

## DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [www.dikshagreens.co.in](http://www.dikshagreens.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [dikshagreens@yahoo.com](mailto:dikshagreens@yahoo.com).
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [dikshagreens@yahoo.com](mailto:dikshagreens@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko  
2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

**By order of the Board of Directors  
For DIKSHA GREENS LIMITED**

**Sd/-**

**Somnath Nanda**

**Director**

**DIN: 10776583**

**Date: 23-10-2024**

**Place: Kolkata**

**Regd. Office:**

11 Sambhu Chaterjee Street, Jorasanko  
2nd Floor, Suite No. 07, Kolkata - 700007  
CIN: L20100WB2004PLC099199

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

---

#### **Item No. 3:**

#### **Change in Designation of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) from Managing Director to Executive Director of the Company**

**Mr. Rajesh Kumar Pirogiwal (DIN: 01279323)** was appointed by the Board of Director of Company as Managing director. The Board, in its meeting held on 23rd October, 2024, has proposed and approved the appointment of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) as the Executive Director of the Company, on recommendation of Nomination and Remuneration Committee. Further Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) is not disqualified from being appointed as Executive Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be appointed and given his consent to act as Executive Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said act and Part-I of the Schedule V thereof and hence, is eligible for appointment.

It is proposed to appoint Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) as Executive Director of the Company for a period of 5 years, subject to the approval of the members of the Company in their ensuing Annual General meeting.

It is proposed to seek Member's approval for the appointment and remuneration payable to Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) as Executive Director, in terms of the applicable provisions of the said act and Rules made thereunder. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### **Item No. 4:**

#### **Regularization of Appointment and Remuneration of Mr. Vinod Ganesh Jamdhade (DIN: 10465891) as Non-Executive Independent Director as per Companies Act, 2013.**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Vinod Ganesh Jamdhade (DIN: 10465891) as an Additional Director of the Company with effect from 18-09-2024. In terms of the provisions of Section 161(1) of the Act, Mr. **Vinod Ganesh Jamdhade (DIN: 10465891)** would hold office upto the date of the ensuing Annual General Meeting (AGM). The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Vinod Ganesh Jamdhade (DIN: 10465891) for the office of Director of the Company.

Mr. Vinod Ganesh Jamdhade (DIN: 10465891) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Mr. Vinod Ganesh Jamdhade (DIN: 10465891) as Non-Executive Independent Director. The Company has received a declaration from Vinod Ganesh Jamdhade (DIN: 10465891) stating that he meets with the criteria of independence as prescribed

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

under Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Vinod Ganesh Jamdhade (DIN: 10465891) possesses appropriate skills, experience and knowledge.

### **Item No. 5 & 6**

#### **Regularization of Appointment and Remuneration of Mr. Somnath Nanda (DIN: 10776583) as Executive Director and Managing Director of the Company.**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Mr. Somnath Nanda (DIN: 10776583) as an Additional Executive Director of the Company with effect from 10/10/2024. In terms of the provisions of Section 161(1) of the Act, Mr. Somnath Nanda (DIN: 10776583) would hold office upto the date of the ensuing General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Somnath Nanda (DIN: 10776583) for the office of Director of the Company.

Mr. Somnath Nanda (DIN: 10776583) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Mr. Somnath Nanda (DIN: 10776583) as a Managing Director. The Company has received a declaration from Mr. Somnath Nanda (DIN: 10776583) stating that he meets with the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Jay Atul Parekh possesses appropriate skills, experience and knowledge.

#### **7. Regularization of Appointment and Remuneration of Mr. Swapnil Nitin Kasar (DIN: 10799722) as Non-Executive Independent Director as per Companies Act, 2013.**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Mr. Swapnil Nitin Kasar (DIN: 10799722) as an Additional Director of the Company with effect from 10/10/2024. In terms of the provisions of Section 161(1) of the Act, Mr. Swapnil Nitin Kasar (DIN: 10799722) would hold office upto the date of the ensuing Annual General Meeting (AGM). The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Swapnil Nitin Kasar (DIN: 10799722) for the office of Director of the Company.

Mr. Swapnil Nitin Kasar (DIN: 10799722) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Mr. Swapnil Nitin Kasar (DIN: 10799722) as Non-Executive Independent Director. The Company has received a declaration from Mr. Swapnil Nitin Kasar (DIN: 10799722) stating that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Swapnil Nitin Kasar (DIN: 10799722) possesses appropriate skills, experience and knowledge.

## **DIKSHA GREENS LIMITED**

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

**Email:** dikshagreens@yahoo.com

**Telephone:** 033-2219-8219, 2257-3530

**CIN:** L20100WB2004PLC099199

---

### **Item No. 8:**

#### **Regularization of Appointment and Remuneration of Ms. Manju Sanghamitra Nikale (DIN: 10744185) as Non-Executive Director as per Companies Act, 2013.**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, Ms. Manju Sanghamitra Nikale (DIN: 10744185) as an Additional Director of the Company with effect from 10/10/2024. In terms of the provisions of Section 161(1) of the Act, Ms. Manju Sanghamitra Nikale (DIN: 10744185) would hold office upto the date of the ensuing General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Ms. Manju Sanghamitra Nikale (DIN: 10744185) for the office of Director of the Company.

Ms. Manju Sanghamitra Nikale (DIN: 10744185) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee has recommended the appointment of Ms. Manju Sanghamitra Nikale (DIN: 10744185) as Non-Executive Director. The Company has received a declaration from Ms. Manju Sanghamitra Nikale (DIN: 10744185) stating that he meets with the criteria of independence as prescribed under Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Ms. Manju Sanghamitra Nikale (DIN: 10744185) possesses appropriate skills, experience and knowledge.



## DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

### ANNEXURE TO ITEM No. 4, 5, 6,7 &8

Details of Directors seeking appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Vinod Ganesh Jamdhade (Independent Director)	Mr. Somnath Nanda (Executive Director)	Mr. Swapnil Nitin Kasar (Independent Director)	Ms. Manju Sanghamitra Nikale (Non-Executive Director)
Director Identification Number (DIN)	10465891	10776583	10799722	10744185
Date of Birth	30-10-2024	11-11-1986	11-12-2000	23-01-2001
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	18-09-2024	10-10-2024	10-10-2024	10-10-2024
Shareholding in the Company	-	-	-	-
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	-	-	-	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	-	-	-	-

# DIKSHA GREENS LIMITED

**Regd. Office:** 11 Sambhu Chaterjee Street, Jorasanko  
2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007  
**Email:** dikshagreens@yahoo.com  
**Telephone:** 033-2219-8219, 2257-3530  
**CIN:** L20100WB2004PLC099199

## DIKSHA GREENS LIMITED

(CIN: L20100WB2004PLC099199)

**Tel :** 033-2219-8219, 2257-3530, **Email:** dikshagreens@yahoo.com,

**website:** www.dikshagreens.co.in

**Registered Office:** 11 Sambhu Chaterjee Street, Jorasanko

2nd Floor, Suite No. 07, Kolkata - 700007

### Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **20<sup>th</sup> Annual General Meeting** of the Company, to be held on Friday, 15th November, 2024 at 11:30 A.M. held through Video Conferencing/ Other Audio Visual Means and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	Vote	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March 2024, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		

# DIKSHA GREENS LIMITED

Regd. Office: 11 Sambhu Chaterjee Street, Jorasanko

2<sup>nd</sup> Floor, Suite No. 07, Kolkata - 700007

Email: dikshagreens@yahoo.com

Telephone: 033-2219-8219, 2257-3530

CIN: L20100WB2004PLC099199

Sr. No.	Resolution(S)	Vote	
		For	Against
	<b>ORDINARY BUSINESS</b>		
2.	Re-Appointment of M/s Bijan Ghosh & Associates, Chartered Accountants (having Firm Registration Number: 323214E), as statutory auditors of the		
	<b>SPECIAL BUSINESS</b>		
3.	Change in Designation of Mr. Rajesh Kumar Pirogiwal (DIN: 01279323) from Managing Director to Executive Director of the Company		
4.	Regularization of Appointment and Remuneration of Mr. Vinod Ganesh Jamdhade (DIN: 10465891) as Non-Executive Independent Director as per Companies Act, 2013.		
5.	Regularization of Appointment and Remuneration of Mr. Somnath Nanda (DIN: 10776583 as Executive Director as per Companies Act, 2013.		
6.	Appointment of Mr. Somnath Nanda (DIN: 10776583) as Managing Director of the Company		
7.	Regularization of Appointment and Remuneration of Mr. Swapnil Nitin Kasar (DIN: 10799722) as Non-Executive Independent Director as per		
8.	Regularization of Appointment and Remuneration of Ms. Manju Sanghamitra Nikale (DIN: 10744185) as Non-Executive Director as per		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Signature of Shareholder

Signature of Proxy holder

Affix  
Revenue  
Stamps

Signature of the  
Shareholder across Revenue Stamp

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

**Note:** E-voting period: 12-11- 2024 at 09.00 A.M. IST and ends on 14-11-2024 at 05.00 P.M. IST.

If you have any query regarding e-voting Password/PIN, please contact at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Route map for Annual General Meeting

