




CIN: U74999MH2014PLC260236
Website - <https://wherrelz.in/>

Wherrelz IT Solutions Limited,

Plot No. 15, Road 10, Sec -1 New Panvel East
Navi Mumbai Raigarh 410206

 +91. 9811221082

 contact@wherrelz.com

To,
BSE Limited
P J Towers Dalal Street
Fort Mumbai-400001.

Subject: Notice of the 10th Annual General Meeting of the Company and submission of Annual Report for the Financial Year 2023-24:

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2023-24 along with the Notice convening the 10th Annual General Meeting scheduled to be held on Monday, 30th September 2024 at 11:30 A.M. (IST) at registered office of the company at Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi Mumbai, Maharashtra, India, 410206. The said Notice forms part of the Annual Report 2023-24 and is being sent through electronic mode to the shareholders of the Company.

The aforesaid Annual Report is also available on website of the Company at <https://wherrelz.in/> and website of stock Exchange i.e. BSE Limited <https://www.bseindia.com/stock-share-price/wherrelz-it-solutions-ltd/wits/543436/>

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

For Wherrelz IT Solutions Limited

Pankaj Saxena
Managing Director
DIN-10289985

10th Annual General Meeting
Of
Wherrelz IT Solutions Limited

-:Corporate Information:-

Board of Directors

Name of Directors	Designation
Mr. Pankaj Narendra Saxena	Managing Director
Mr. Chaitanya Bharat Dhareshwar	Non-executive Director
Mrs. Sumanlata Dhareshwar	Non-executive Director
Uma Krishnan	Director
Rishi Dharampal Aggarwal	Director

-:Key Managerial Personnel:-

Name	Designation
Mr. Ankur Tilakchandra Khona	Chief Financial Officer
Mr. Ramraj Singh Thakur	Company Secretary & Compliance Officer Upto 02/12/2023
Mr. Sumit Patidar	Company Secretary & Compliance Officer From 13/03/2024

-:Auditor Information:-

Statutory Auditor	Secretarial Auditor	Internal Auditor
M/s B.B. Gusani & Associates Chartered Accountants	M/s Rupal Patel & Associates Practicing Company Secretaries	M/s. Kedar Laghate & Associates Chartered Accountants

REGISTERED OFFICE: Plot No. 15, Road 10, Sec -1 New Panvel East Navi Mumbai Raigarh -410206 Email:official@wherrelz.com Web: www.wherrelz.in	REGISTRAR & SHARE TRANSFER AGENT BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Club House Road, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059 Tel No.: 022 6263 8200 Email: ipo@bigshareonline.com Website: www.bigshareonline.com
Listed on - BSE SME platform	ISIN code - INE0IM001015
BANKER OF COMPANY: 1. HDFC Bank 2. ICICI Bank	CONTACT DETAILS FOR INVESTORS: Compliance Officer – Mr. Sumit Patidar Tel No: +919811221082 Email: official@wherrelz.com

NOTICE FOR ANNUAL GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that the **10th Annual General Meeting (“AGM”)** of the members of **Wherrelz IT Solutions Limited** will be held on **Monday, 30th September, 2024** at **11:30 a.m.** at the registered office of the company **to transact the following business:**

ORDINARY BUSINESS:

1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

Appointment of Statutory Auditor

2.

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

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Board be and is hereby recommends M/s. B. B. Gusani, Chartered Accountants having Membership No. 120710 for appointment as the statutory auditor of the company for the financial year 2024-25 to 2028-29, till the conclusion of the 15th Annual general meeting, at a remuneration to be decided in consultation with Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

3. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs.50,00,000/- (Rupees fifty lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Rupees Thirty Crore only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 2,99,50,00,000 (Rupees Two Hundred Ninety-Nine Crore Fifty Lacs only) divided into 29,95,00,000 (Rupees Twenty-Nine Crore Ninety-Five Lakh only) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Rupees Thirty Crore only) Equity Shares of Face Value of Rs. 10/- (Rupee One Only) each.

RESOLVED FURTHER THAT any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. To set the borrowing limits of the company:

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

“RESOLVED THAT, pursuant to the provisions of Section 179(3)(d), 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), **consent of the members** of the company be and is hereby accorded to the board of directors of the company for borrowing from time to time any sum or sums of monies, as it may consider fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the

Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of **Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only).**"

"RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby severally authorised and directed to file necessary forms with the Ministry of Corporate Affairs / Registrar of Companies and take necessary actions for effective implementation of the Resolution."

5. Authorization to advance loan, give guarantee or provide security in connection with loan under Section 185:

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

"RESOLVED THAT pursuant to the provisions of the Section 179, 185, 186 read with Companies (Meetings of Board and its Powers) Rules 2014, and other applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such approvals, consents, sanction and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person ("borrower") in whom any of the director of the Company is interested [within the meaning of provisions of Section 185(2) and explanation thereto] within the limits prescribed under the relevant provisions of the Act, to be utilized by the borrower for its principal business activities on such other terms and conditions as may be mutually agreed upon."

"RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby severally authorized and directed to file necessary forms with the Ministry of Corporate Affairs / Registrar of Companies and take necessary actions for effective implementation of the Resolution.

6. Authorizing increase in limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate:

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

"RESOLVED THAT pursuant to the provisions of Section 179, 186 of the Companies Act, 2013 ("the Act") read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board"), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as

prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED: FURTHER THAT any of the Directors of the Company be and are hereby severally authorised and directed to file necessary forms with the Ministry of Corporate Affairs / Registrar of Companies and take necessary actions for effective implementation of the Resolution.”

7. To amend the Articles of Association (AOA) of the Company:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and subject to the necessary approvals, consents, permissions, and/or sanctions from the relevant authorities, if any required, the Articles of Association (AOA) of the Company be and are hereby amended by way of inserting Article No. **5A** after Article No. **5**:

5A. Increase in Issued, Subscribed and Paid-up Share Capital of the Company and Procedures thereof

- i. The Company may in General Meeting, from time to time, by Special Resolution increase its capital by creation of new shares, which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient.
- ii. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings of the Company in conformity with of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of the Act.
- iii. New Capital same as Existing Capital:
Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
- iv. Increase in Subscribed Capital :
The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

I. a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in Favor of any other person and the notice referred to in clause (b) shall contain a statement of this right.

d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

II. The Directors may, with the sanction of the Company in General Meeting by means of a Special Resolution, offer and allot shares to any persons (as defined in Section 62 of the Act), either for cash or for a consideration other than cash, at their discretion by following the provisions of Section 62 of the Act and other applicable provisions, if any.

III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and

b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the Rules, if any, made by that Government in this behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, expedient, and incidental to give effect to this resolution and to delegate all or any of the powers conferred herein to any Director(s) or Officer(s) of the Company, including but not limited to filing of the necessary forms with the Registrar of Companies and to comply with all other requirements under the Companies Act, 2013 and the rules made thereunder."

8. Appointment of Mr. Nitesh Mehta (DIN: 09555034) as an Independent Director.

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 149,152,160 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

9. Regularization of Mr. Rajendra Ratigiri Aparnathi from Additional Director (Executive) to Executive 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 Mr. Rajendra Ratigiri Aparnathi who was appointed as Additional director by board on 22nd December,2023, under Section 161 of Companies Act,2013 and other applicable provisions of Companies Act,2013 and other applicable provisions of Article of Association of the company and who hold office upto the date of this Annual General Meeting, be and hereby appointed as director of the company.

By Order of the Board of Directors

For Wherrelz IT Solutions Limited

Date: 06/09/2024

Place: Navi-Mumbai

Sd/-

Pankaj Saxena

Managing Director

(DIN: 10289985)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The explanatory statement, if any, pursuant to Section 102 of the Companies Act, 2013 relating to the Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2024 to 29th September, 2024 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
8. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (**AGM**) by electronic means and the business may be transacted through e-voting services provided by NSDL.

A. The instructions for members for voting electronically are as under: -

The remote e-voting period begins on Friday, 27th September, 2024 at 9:00 A.M. and ends on Sunday, 29th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September,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 i.e. 23rd September,2024 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.	<ol style="list-style-type: none"> <li data-bbox="529 869 1502 1354">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under which is available under section, this will prompt you to “Login” ‘IDeAS’ 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 “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 i.e. NSDL 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-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="529 1354 1502 1879">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL <li data-bbox="529 1879 1502 1988">Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach eVoting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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?

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.

Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

- 1.
- 2.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhargavgusani77@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 event, you will need to go through the “[Forgot User](#) an e [Details/Password?](#)” or “[Physical User](#)” option available on www.evoting.nsdl.com to reset [Reset Password?](#) the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Hardik Thakker at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@goldstarpower.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 cs@goldstarpower.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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

For Wherrelz IT Solutions Limited

Date: 06/09/2024

Place: Navi-Mumbai

Sd/-

Pankaj Saxena

Managing Director

(DIN: 10289985)

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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 10th Annual General Meeting as mentioned under Item Nos. 1 to 11 of the accompanying Notice dated September 06, 2024:

Item No. 3

Increase in authorized share capital:

Presently, the Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakh Only) divided into 5,00,000 (Five lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to increase in capital of the company through preferential issue as mentioned in the resolution no. 4 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital From Rs.50,00,000/- (Rupees fifty lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Rupees Thirty Crore only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 2,99,50,00,000 (Rupees Two Hundred Ninety-Nine Crore Fifty Lacs only) divided into 29,95,00,000 (Rupees Twenty-Nine Crore Ninety-Five Lakh only) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.3 of this Notice

None of the 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. 5 of this Notice except to the extent of their shareholding in the Company.

Item No.4

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up share capital, free reserves and securities premium of the Company but that shall not to exceed Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only).

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

The Directors, Managers or other Key Managerial Personnel or their relatives are interested or concerned in the aforesaid resolution.

Item No. 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by advancing loans/ giving guarantees/ providing security in connection of thereof under Section 185 of the Companies Act, 2013.

Accordingly, the Board recommends passing of the resolution as set out in the accompanying notice as a Special Resolution.

The Directors, Managers or other Key Managerial Personnel or their relatives, are concerned/interested, financially or otherwise in respect of the proposed resolution.

Item No. 6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding **Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only)** outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

The Directors, Managers or other Key Managerial Personnel or their relatives are interested or concerned in the aforesaid resolution.

Item 7

The Board of Directors of the Company at its meeting held on 06th September, 2024 recommended that the new Article Number 5A of to be inserted after Article Number 5, which shall read as follows as set out in the resolution:

5A. Increase in Share Capital of the Company and Procedures thereof

- i. The Company may in General Meeting, from time to time, by Special Resolution increase its capital by creation of new shares, which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient.
- ii. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings of the Company in conformity with of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of the Act.
- iii. New Capital same as Existing Capital:
Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
 - iv. Increase in Subscribed

Capital :

The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

I. a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in Favor of any other person and the notice referred to in clause (b) shall contain a statement of this right.

d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

II. The Directors may, with the sanction of the Company in General Meeting by means of a Special Resolution, offer and allot shares to any persons (as defined in Section 62 of the Act), either for cash or for a consideration other than cash, at their discretion by following the provisions of Section 62 of the Act and other applicable provisions, if any.

III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and

b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the Rules, if any, made by that Government in this behalf.

The Company proposes to amend its Articles of Association to allow for the alteration of its issued, subscribed and paid-up share capital. This change aims to broaden the Company's capital base, meet its funding requirements, and support the diversification of its business. The proposed amendment/addition is submitted for the approval of the shareholders.

Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

A copy of the Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. 29th September,2024 except all National holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding.

The Board recommends the **Special resolution** set forth at Item No. 8 for the approval of the Members.

Item 8

To meet the requirements with respect to composition of Board Directors as mentioned in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company had to appoint an Independent Directors to comply with the requirements mention as above hence, Board of Directors proposed to appointed Mr. Nitesh Pratapray Mehta (DIN: 09555034) as an Additional Independent Director pursuant to regulation 161 of Companies Act, 2013 with immediate effect for 5 years subject to shareholders approval in the upcoming annual general meeting. Further, the company has received a declaration from Mr. Nitesh Pratapray Mehta to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The approval of the members is sought by way of Ordinary resolution under Section 152 of Companies Act, 2013 read with Rules made there under. All documents and papers connected with this resolution are available for inspection at the registered office of the Company on all working days during normal business hours of the Company.

Accordingly the Board of Directors recommends the Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 9 of the Notice.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Disclosure of Information related to Director’s appointment/re appointment as mentioned in Item No. 8 of the Notice is provided hereunder;

BRIEF PROFILE

PARTICULARS	Mr. Nitesh Pratapray Mehta
DIN	09555034
Date of Birth	06/11/1975
Date of appointment	06/09/2024
Qualifications	Graduation
Expertise	He is into the business of Information Technology, FMCG, Business Consultancy and Press Media, He has a vast experience of Sales and Marketing as he is into the same from last 25 years. He has led various teams of sales and marketing personnel.
Names of Listed Companies in which the Director holds Directorship	NA
Names of Committees of the other listed Companies in which the Director holds Chairmanship/ Membership	NA
Number of Shares held as on March 31, 2024	Nil
Relationships between Directors and Key Managerial Personnel of the Company	Not Related to any other Directors

Item No.9

The Board of Director in its meeting held on 22nd December,2023 appointed Mr. Rajendra Ratigiri Aparnathi as Additional director of the company w.e.f. 22nd December,2023 pursuant to Section 161(1) of companies Act,2013, he holds office the office upto General meeting of the company. The Company has received notice under Section 160 of the companies Act,2013 signifying his candidature of them for directorship of the company. The company has also received consent in form DIR-2 and declaration that he is not disqualified from being appointed as a director of the company in form DIR-8. His brief resume, inter-alia, giving their experience, shareholding in the company, other directorships and other particulars, forms part of this notice as per Annexure, Pursuant to the provisions of Section 152(2) of companies Act,2013, every director shall be appointed in a General Meeting by way of Ordinary Resolution. Hence the proposed resolution is recommended for the consideration and approval of the members of the company.

None of the directors, Key Managerial Personnel of the company is not related to Mr. Rajendrgiri Ratigiri Aparnathi.

**By Order of the Board of Directors
For Wherrelz IT Solutions Limited**

Date: 06/09/2024

Place: Navi-Mumbai

**Sd/-
Pankaj Saxena
Managing Director**

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]**

CIN: U74999MH2014PTC260236
Name of the Company: WHERRELZ IT SOLUTION LIMITED
Registered Office : Plot No. 15, Road 10, Sec -1 New Panvel East Navi Mumbai
Raigarh MH 410206

E-mail Id:
Folio No./Client Id:
DP. Id:

I/We, being the Member(s) of shares of the above-named Company, hereby
appoint 1. Name:

.....

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

2. Name:

Address:
E-mail Id:
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 10th Annual General Meeting of the Company, to be held on Monday, 30th of September, 2024, at Plot No. 15, Road 10, Sec -1 New Panvel East, Raigarh, Navi Mumbai, Maharashtra, India, 410206 at 11:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
Ordinary Resolution	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Coard of Directors and the Auditors thereon; by passing as an Ordinary Resolution
2.	Appointment of M/s. B. B. Gusani, Chartered Accountants as Statutory Auditor of the company.
Special Business	
3	Increase of Authorized Share Capital and Consequent Alteration of Memorandum of Association of the Company as Special Resolution
4.	To set the borrowing limits of the company pursuant to Section 180(1)(c) of Companies Act,2013 as Special Resolution.
5.	Authorization to advance loan, give guarantee or provide security in connection with loan under Section 185 as Special Resolution
6.	Authorizing increase in limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate as Special Resolution.
7.	To amend the Articles of Association (AOA) of the Company as Special Resolution
8.	Appointment of Mr. Nitesh Mehta (DIN: 09555034) as an Independent Director as Ordinary Resolution.
9.	Regularisation of Mr. Rajendrgiri Ratigiri Aparnathi as from Additional Director(Executive) to Executive Director of the company.

Signed this..... day of..... 2024

Signature of shareholder:

Signature of Proxy holder

Affix Revenue Stamp

Notes:

- 1) This Form of the 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) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY- EIGHT HOURS before the commencement of the Meeting. Proxies may be accepted at a

shorter period, being not less than twentyfour hours before the commencement of the Meeting, if the Articles so provide.

2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.

- **This is optional. Please put a tick mark (√) in the appropriate column against**
6. the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
 7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
 8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
 9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
 10. The Proxy-holder should prove his identity at the time of attending the meeting.
 11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
 12. A proxy form which does not state the name of the Proxy should not be considered valid.
 13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
 14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
 15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
 16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.

17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

ATTENDANCE SLIP

To be surrendered at the time of entry

Folio No./Client ID:

.....

No. of Shares:

.....

Name of Member/Proxy:

I hereby record my presence at the 10th Annual General Meeting of the Company on Monday, 30th Day of September, 2024, at Plot No.: 9-11, Road No.: 14, Sector-1, New Panvel, Maharashtra, 410206 at 11:30 AM.

Member's/Proxy's Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 10th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

Annexure - A

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment in the 10th Annual General Meeting of Company:

Name of the Director	Mr. Nitesh Pratapray Mehta	Mr. Rajendra Ratigiri Aparnathi
Director Identification Number	09555034	07750766
Date of Birth	06/11/1975	25/12/1985
Date of Appointment	06/09/2024	30/09/2024
Age	49 years	38 years
Terms and Conditions of appointment	Enhance Corporate Governance through independent Board	For Better Management Expertise
Qualifications	Graduation	P. hd Electrical Engineering
Brief Resume of the Director	He is into the business of Information Technology, FMCG, Business Consultancy and Press Media, He has a vast experience of Sales and Marketing as he is into the same from last 25 years. He has led various teams of sales and marketing personnel.	Mr. Rajendra R. Aparnathi has completed P.hd Electrical Engineering from Wadhwan. He has experienced in the field of Research Department in Industrial Electrical & Electronics in R & D – Lab, Electrical Department in Power System Engineering & Electrical Machine, Electrical & Electronics Department in Industrial Electronics and Power Electronics, Sensor Technology & Renewable Energy
Expertise in specific functional areas	Expert in IT Consultancy and Business Development	Expert in Research and Development
Other listed companies in which he holds Directorship and Membership of Committee of Board (along with listed entities from which he has resigned in the past three years)	NA	NA
Chairperson/Member of Committee(s) of Board of Directors of the Company.	NA	NA
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];	NA	NA
Shareholding in the Company (Equity)	Nil	NA
Disclosure of relationships between directors inter-se;	He is not related to promoter or KMP of the company.	He is not related to promoter or KMP of the company.
The number of Meetings of the Board attended during the year	Nil	Nil