

September 07, 2023

To
Listing Department,
BSE Limited,
PJ Towers, Dalai Street,
Fort, Mumbai - 400 001

Scrip Code: 542765

Dear Sir/Madam,

Sub: Notice of 10th Annual General Meeting (AGM) to be held on Saturday, September 30, 2023.

Please find attached herewith the Notice of 10th Annual General Meeting along with the annexure, to be held on Saturday, September 30, 2023 at 11.00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM).

You are requested to kindly update above information on your record.

Thanking You,

FOR TRANSPACT ENTERPRISES LIMITED

Mr. Puneet Vaidya
Company Secretary and Compliance Officer



NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of the Transpact Enterprises Limited will be held on Saturday, 30^h September, 2023 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

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SPECIAL BUSINESSES:

2. **To APPOINT MR. RAMAN TALWAR (DIN: 07052896) AS CHAIRPERSON AND MANAGING DIRECTOR:**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, approval of the members of the company be and is hereby accorded for appointment of **Mr. Raman Talwar (DIN: 07052896)** as the Chairperson and Managing Director of the Company for a term of 3 Years with effect from September 01, 2023 upto August 31, 2026, liable to retire by rotation, for a remuneration of upto Rs. 25 Lakhs (Rs. 25,00,000) p.a.

RESOLVED FURTHER THAT the Board of Directors (which includes the committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said Appointment from time to time, to determine the amount of salary as also the type and amount of perquisites, and other benefits payable to Mr. Raman Talwar (DIN: 07052896), in such manner as may be agreed to between the Company and Mr. Raman Talwar (DIN: 07052896) within the overall limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.

3. **TO APPOINT MR. KAUSHIK WAGHELA (DIN: 08242466) AS NON- EXECUTIVE DIRECTOR:**

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

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, approval of the members of the company be and is hereby accorded for appointment of **Mr. Kaushik Waghela (DIN: 08242466)** as the Non- Executive Director of the Company for a term of 3 Years with effect from September 01, 2023 upto August 31, 2026, liable to retire by rotation, for a commission of upto Rs. 25 Lakhs (Rs. 25,00,000) p.a.

RESOLVED FURTHER THAT the Board of Directors (which includes the committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said Appointment from time to time, in such manner as may be agreed to between the Company and **Mr. Kaushik Waghela (DIN:**

08242466) within the overall limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.

4. TO APPOINT MR. ANAND PRAKASH (DIN: 07414780) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, approval of the members of the Company be and is hereby accorded for appointment of **Mr. Anand Prakash (DIN: 07414780)** as Non-Executive Independent Director of the Company for a term of five years w.e.f September 01, 2023 upto August 31, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.

5. TO APPOINT MR. ADITYA SOLANKI (DIN: 08746878) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, approval of the members of the Company be and is hereby accorded to appointment of **Mr. Aditya Solanki (DIN: 08746878)** as Non-Executive Independent Director of the Company for a term of five years w.e.f September 01, 2023 upto August 31, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is/are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.

6. TO ALTER THE OBJECT CLAUSE OF MOA 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 4, 13 and all other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to altered and amend the Main Object Clause of Memorandum of Association of the Company as follows:

The existing Main Objects of Clause III (A) be altered by replacing with the following new Clauses as specified hereunder:

- i. To carry on the business or profession of dealing in Shares, Securities, Commodities, currencies and their derivatives, Stock broker, Share broker, sub-broker, authorized person, dealer, jobber, market maker, Investment brokers, Insurance broker, Underwriter, and to carry out brokerage of all and every kind whatsoever, portfolio manager, investment advisors, mutual funds, wealth management and other related services or any other business in any other manner.
- ii. To act as a member of recognised Stock Exchange(s) in India or elsewhere, and to render all such services as may be provided by a stock-broker and to do such things as may be incidental thereto.
- iii. To carry on the business of consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

RESOLVED FURTHER THAT The existing “*OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS*” will be altered with “*MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)*” according to the new main Objects of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, 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 along with filing of necessary E-form with the concerned ROC and other applicable statutory authorities.”

7. TO APPROVE THE CHANGE OF NAME OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from Transpact Enterprises Limited to “*RK Investment Ventures Limited*” or “*RK Investment Venture Limited*” or any other names as available from the concerned authorities.

RESOLVED FURTHER THAT upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies (MCA) consequent to change of name of the Company, the Name Clause of the Memorandum of Association of the Company shall be altered accordingly.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company as approved by MCA.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, 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 along with filing of necessary E-form with the concerned ROC and other applicable statutory authorities.”

8. TO AUTHORIZE THE BOARD TO SELL, LEASE OR OTHERWISE DISPOSE OF UNDERTAKING OF THE COMPANY PURSUANT TO SECTION 180(1)(a):

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 provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties and/ or whole or any part of the undertaking(s) of the Company, present and/or future, to take over the management of the business and concern of the Company and/ or sell/ dispose of the properties so charged, mortgaged or hypothecated in certain events, in favour of lenders, banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 50 Crores/- (Rupees 50,00,00,000).

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized to sign such forms/ returns, and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

9. TO AUTHORIZE THE BOARD TO BORROW MONEY PURSUANT TO SECTION 180(1)(c):

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs. 50 Crores/- (Rupees 50,00,00,000).

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized to sign such forms/ returns, and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

NOTES:

- 1. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS**

AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

2. The Register of Members and the transfer books of the Company will remain closed from **Saturday, September 23, 2023 to Thursday, September 28, 2023 (both days inclusive)**.
3. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. In compliance with the aforementioned MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (“SEBI”), the Notice of the annual general meeting along with the Annual Report for the financial year 2022-2023 is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories unless any member has requested for a hard copy of the same. Members may note that the Notice of annual general meeting and Annual Report for the financial year 2022-2023 will also be available on the Company’s website www.transpact.in and the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
5. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to info@transpact.in.
7. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December, 2021, 21/2021 dated 14th December 2021, 02/2022 dated 5th May, 2022 and circular no. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) have permitted the Companies to conduct the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue during the calendar year 2023. In accordance with the MCA Circulars and SEBI Circulars, the 10th AGM of the Company is being held through VC/OAVM on Saturday, 30th September, 2023 at 11.00 A.M. The deemed venue for the AGM will be the registered office of the Company i.e., 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai - 400059.
8. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. Saturday, 30th September, 2023. Members seeking to inspect can send an e-mail to info@transpact.in.
9. The AGM will be convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the aforesaid MCA Circulars and SEBI Circulars.
10. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA to receive all communication (including Annual Report) in electronic mode.
11. In compliance with the provisions of Section 108 and other applicable provisions ,if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries

of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

13. Non-resident Indian members are requested to inform the RTA, Bigshare Services Private Limited situated at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 immediately about:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form.

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

The remote e-voting period begins on Tuesday, September 26, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 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. Saturday, September 23, 2023, 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 Saturday, September 23, 2023.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 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.

	<p>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.</p> <p>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	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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.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.

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 info@transpact.in with a copy marked to evoting@nsdl.co.in. 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 an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@transpact.in
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 info@transpact.in. 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 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/ OAVM through the Virtual platform developed by the RTA i.e Bigshare Services Private Limited. Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com> Shareholders/ members may login by using the remote e -voting credentials. The link for VC/ OAVM will be available to eligible shareholder/ members at their registered E-Mail Ds. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is thereof recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the AGM may register themselves as an attendee by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@transpact.in.
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@transpact.in. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ ask questions during the meeting. The member who has not registered themselves an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
8. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
9. All grievances connected with the facility for voting by electronic means may be addressed to (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 or send an email to evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000. For, any other queries regarding Participating in AGM or other matter kindly write to info@transpact.in. In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: investor@bigshareonline.com

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those shareholders, who are present in the AGM through VC/ OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
4. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
16. The Board of Directors of the Company has appointed **M/s. Neeta Sinha & Associate, Practising Company Secretary (ACS 14094, COP No. 24774)**, as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
17. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
18. The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai - 400059. The Results declared



along with the Scrutinizer's Report shall be placed on the Company's website www.transpact.in and on the website of NSDL immediately and communicated to the stock exchange.

Registered Office:

204 2nd Floor, Timmy Arcade,
Makwana Road Marol, Andheri East,
Mumbai – 400 059

CIN: U33130MH2013PLC243247

Website: www.transpact.in

Email: info@transpact.in

By Order of the Board of Directors

Sd/-

Mr. Puneet Vaidya

Company Secretary and Compliance Officer

Date: September 01, 2023

Place: Mumbai

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 04

Mr. Raman Talwar (DIN: 07052896), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Executive Director with effect from September 01, 2023 by the Board in accordance Section 161 of the Companies Act 2013 (“the Act”). As per Section 161 of the Act, Mr. Raman Talwar shall hold office upto the date of the ensuing AGM. The Board is of the view that the appointment of Mr. Raman Talwar on the Company’s Board is desirable and would be beneficial to the Company and hence it recommends for appointment of Mr. Raman Talwar for a term of 3 years w.e.f September 01, 2023 to August 31, 2026 and whose term would be liable to retire by rotation.

The Company had received consent letter from Mr. Raman Talwar (DIN: 07052896) to act as a Chairperson and Managing Director of the Company.

Mr. Raman Talwar (DIN: 07052896) shall be entitled to the remuneration, as decided by the Nomination and Remuneration Committee from time to time and which shall not exceed up to Rs. 25,00,000 and or as per schedule V of the Companies Act, 2013 and rules specified thereunder, for the 3 years w.e.f September 01, 2023.

Following are the disclosures pursuant to provisions of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT

I. General Information

Nature of Industry	Medical Device industry		
Date or expected date of commencement of commercial production	May 12, 2013		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Details of financial performance of the Company is as given below;		
		<i>(Rs. in Lakhs)</i>	
	Particulars	2022-2023	2021-2022
	Net sales & Other Income	38.25	17.55
Operating Profit (Before interest, depreciation & Tax)	41.25	35.78	
Profit/(Loss) Before Tax	(6.73)	(21.95)	
Foreign Investments or collaborations, if any.	Not applicable		

II. Information about the Raman Talwar:

1	Background details	Raman Talwar has completed Master of Business Administration from Sikkim Manipal University. He also holds a Diploma in Corporate Finance & Investment banking from Columbia University. He also holds a bachelor's and Master's degree in Law in Corporate Law & Taxation. He has experience of over 2 decades in the area of Capital Markets, Business Management & Strategy, Corporate Finance, Private Equity & Investment Banking and identifying new market opportunities. He has worked with
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		reputes like IFCI Financial Services Ltd. (“IFCI”) and Religare Securities Ltd. (“Religare”) as VP & Regional Head. He belongs to ACME group (Delhi) and is a promoter director in various ACME group of companies. He is Managing Director in ACME Bullion Private Limited.
2	Past remuneration (2022-23)	Not applicable
3	Age	42 years
4	Recognition or awards	N.A.
5	Job profile and his suitability	Raman Talwar will be responsible for overall growth, strategy and day to day management and business activities of our Company.
6	Remuneration proposed	As mentioned in the Special Resolution
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the proposed Industry, the Board of Directors of the Company recommended to appoint Raman Talwar as Chairperson and Managing Director of the Company. The remuneration proposed to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
8	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Not Applicable

III. Other Information

1.	Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement	Once the business of the Company will be in growth stage the profitability of the Company will certainly increase.
2.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

Sr. No.	Particulars	Disclosures
1	Remuneration package	As mentioned in the Special Resolution

Details of Mr. Raman Talwar (DIN: 07052896) is provided in the “Annexure A” to the Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolutions.

The Board recommends this resolution for the approval of the members as Special Resolution.

ITEM NO. 05

Mr. Kaushik Waghela (DIN: 08242466), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Non-Executive Director with effect from September 01, 2023 by the Board in accordance Section 161 of the Companies Act 2013 (“the Act”). As per Section 161 of the Act, Mr. Kaushik Waghela shall hold office upto the date of the ensuing AGM. The Board is of the view that the appointment of Mr. Kaushik Waghela on the Company’s Board is desirable and would be beneficial to the Company and hence it recommends for appointment of Mr. Kaushik Waghela as Non-Executive Director for a term of 3 years w.e.f September 01, 2023 to August 31, 2026 and whose term would be liable to retire by rotation.

The Company had received consent letter from Mr. Kaushik Waghela (DIN: 08242466) to act as a Non-Executive Director of the Company.

Mr. Kaushik Waghela (DIN: 08242466) shall be entitled to the commission, as decided by the Nomination and Remuneration Committee from time to time and which shall not exceed up to Rs. 25,00,000 and or as per schedule V of the Companies Act, 2013 and rules specified thereunder, for the 3 years from September 01, 2023.

Following are the disclosures pursuant to provisions of Schedule V of the Companies Act, 2013.

II. GENERAL INFORMATION

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT

V. General Information

Nature of Industry	Medical Device industry		
Date or expected date of commencement of commercial production	May 12, 2013		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Details of financial performance of the Company is as given below;		
	<i>(Rs. in Lakhs)</i>		
	Particulars	2022-2023	2021-2022
	Net sales & Other Income	38.25	17.55
	Operating Profit (Before interest, depreciation & Tax)	41.25	35.78
Profit/(Loss) Before Tax	(6.73)	(21.95)	
Foreign Investments or collaborations, if any.	Not applicable		

VI. Information about the Kaushik Waghela:

1	Background details	Kaushik Waghela has experience of over 10 years in the area of Capital Markets, Proprietary Trading, Client Servicing, Business Development, People Management and General Administration.
2	Past remuneration (2022-23)	Not applicable
3	Age	35 years
4	Recognition or awards	N.A.
5	Job profile and his suitability	Kaushik Waghela will be value addition in overall growth, strategy and business activities of our Company.
6	Remuneration proposed	As mentioned in the Special Resolution
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the proposed Industry, the Board of Directors of the Company recommended to appoint Kaushik Waghela as Non-Executive Director of the Company. The commission proposed to him is reasonable considering the prevailing emoluments in the industry with similar qualifications and experience.
8	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Not Applicable

VII. Other Information

1.	Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement	Once the business of the Company will be in growth stage the profitability of the Company will certainly increase.
2.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

VIII. Disclosures:

Sr. No.	Particulars	Disclosures
1	Remuneration package	As mentioned in the Special Resolution

Details of Mr. Kaushik Waghela (DIN: 08242466) is provided in the “Annexure A” to the Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolutions.

The Board recommends this resolution for the approval of the members as Special Resolution.

ITEM NO. 06

Mr. Anand Prakash (DIN: 08746878) was appointed as an Additional Non-Executive Independent Director of the Company with effect from September 01, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Anand Prakash 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 along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

The Board is of the view that the appointment of Mr. Anand Prakash on the Company’s Board is desirable and would be beneficial to the Company and hence it recommends for appointment of Mr. Anand Prakash for a term of 5 years i.e September 01, 2023 to August 31, 2028 and whose term would not be liable to retire by rotation.

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. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Mr. Anand Prakash as is provided in the “Annexure A” to the Notice.

The Board recommends this resolution for the approval of the members as Ordinary Resolution.

ITEM NO. 07

Mr. Aditya Solanki (DIN: 08746878) was appointed as an Additional Non-Executive Independent Director of the Company with effect from September 01, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Aditya Solanki (DIN: 08746878) 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 along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

The Board is of the view that the appointment of Mr. Aditya Solanki (DIN: 08746878) on the Company's Board is desirable and would be beneficial to the Company and hence it recommends for appointment of Mr. Aditya Solanki for a term of 5 years i.e September 01, 2023 to August 31, 2028 and whose term would not be liable to retire by rotation.

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. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Mr. Aditya Solanki as is provided in the "Annexure A" to the Notice.

The Board recommends this resolution for the approval of the members as Ordinary Resolution.

ITEM NO. 08

With the change in Management of the Company pursuant to Open Offer by Company the company is changing its Business. The new Main Objects proposed to be altered with the existing Main objects of the Company are as follows:

- i. To carry on the business or profession of dealing in Shares, Securities, Commodities, currencies and their derivatives, Stock broker, Share broker, sub-broker, authorized person, dealer, jobber, market maker, Investment brokers, Insurance broker, Underwriter, and to carry out brokerage of all and every kind whatsoever, portfolio manager, investment advisors, mutual funds, wealth management and other related services or any other business in any other manner.
- ii. To act as a member of recognised Stock Exchange(s) in India or elsewhere, and to render all such services as may be provided by a stock-broker and to do such things as may be incidental thereto.
- iii. To carry on the business of consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors in their meeting dated 01st September, 2023 has approved the aforesaid alteration in the Main Object Clause of the MOA of the Company, subject to the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the aforesaid Resolution.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

ITEM NO. 09

The Company is presently engaged in the business of to Commercialize, Purchase, Sell, grant, register any patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such patent, concessions, licenses, inventions, rights and privileges, whether in India or in any other part of the world in the field of, medical technology, hospital healthcare centers, clinic equipment, laboratory and analytical equipment, pharmacy and dispensary equipment, rehabilitation and healthcare related technical and commercial consultancy services, import and export of know-how in the field of healthcare and build, manufacture, market and sell medical instruments and render professional services so as to cater to the needs of customers.

The Company now wants to change its business line and the new proposed objects are:

1. To carry on the business or profession of dealing in Shares, Securities, Commodities, currencies and their derivatives, Stock broker, Share broker, sub-broker, authorized person, dealer, jobber, market maker, Investment brokers, Insurance broker, Underwriter, and to carry out brokerage of all and every kind whatsoever, portfolio manager, investment advisors, mutual funds, wealth management and other related services or any other business in any other manner.

2. To act as a member of recognised Stock Exchange(s) in India or elsewhere, and to render all such services as may be provided by a stock-broker and to do such things as may be incidental thereto.
3. To carry on the business of consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

In order to reflect the true nature of the Company's product and business activities, the Company proposes to give it a new name and identity that reflects the genesis of the business, therefore it is proposed to change its' name to a new name which seems similar to the new Business and has accordingly proposed names such as "*RK Investment Ventures Limited*" or "*RK Investment Venture Limited*" or any other names as available from the concerned authorities. Board of Directors in their meeting dated September 01, 2023 has approved the change of name and has proposed the resolution for member's approval. The Company is yet to obtain necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013.

The provisions of Section 13(2) of the Companies Act, 2013, inter-alia requires the approval of the shareholders by means of special resolutions for change of name and consequential amendment in Memorandum and Articles of Association and Articles of Association of the Company, therefore the Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the aforesaid Resolution.

ITEM NO. 10 & 11

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

Further, upon occurrence of default under the relevant Loan/ facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/ disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/ disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Section 180(1)(c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital, free reserve and securities premium of the Company, only if the same is approved by the Members of the Company by way of Special Resolution.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross limit of borrowing as specified under Section 180(1)(c) of the Companies Act, 2013. So, to comply provision of Section 180(1)(c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital, free reserve and securities premium but up to Rs. 50 Crores.

In connection with the loan/ credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolutions.

Accordingly, the Board recommends the Resolution set out in the Notice for the approval of the Members as a Special Resolution.

Annexure – A

The relevant details of directors who is proposed to be appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

PARTICULARS	RAMAN TALWAR (DIN: 07052896)
Proposed Designation	Chairperson and Managing Director
Age	42 Years
Qualification	Master of Business Administration, Diploma in Corporate Finance & Investment banking, bachelors and Master's degree in Law in Corporate Law & Taxation.
Experience	He has experience of over 2 decades in the area of Capital Markets, Business Management & Strategy, Corporate Finance, Private Equity & Investment Banking and identifying new market opportunities.
Expertise in specific functional areas	Capital Markets, Business Management & Strategy, Corporate Finance, Private Equity & Investment Banking
Shareholding in the Company	62,000 Equity Shares
Relationship with other Directors	NA
Other Directorship	Tembo Global Industries Limited Saketh Seven Star Industries Limited ACME Bullion Private Limited ACME Corporate Advisors Private Limited Optume Investments Private Limited ACME Capital Market Private Limited Goldline Financial Services Limited ACME Trusteeship Services Private Limited ACME Finvest Private Limited Neesan Investment And Finance Limited ACME Insurance Marketing Private Limited
Memberships/ Chairmanship of Committees	None

PARTICULARS	KAUSHIK WAGHELA (DIN 08242466)
Proposed Designation	Non-Executive Director
Age	35 Years
Qualification	Undergraduate
Experience	Kaushik Waghela has experience of over 10 years in the area of Capital Markets, Proprietary Trading, Client Servicing, Business Development, People Management and General Administration.
Expertise in specific functional areas	Capital Markets, Proprietary Trading, Client Servicing, Business Development, People Management and General Administration
Shareholding in the Company	62,000 Equity Shares
Relationship with other Directors	NA
Other Directorship	Tembo Global Industries Limited Saketh Seven Star Industries Limited Optume Investments Private Limited
Memberships/ Chairmanship of Committees	None

PARTICULARS	ANAND PRAKASH (07414780)
Proposed Designation	Non-Executive Independent Director
Age	51 Years

Qualification	Company Secretary and Post Graduate Diploma in Finance
Experience	Anand Prakash has distinguished exposure of over two decades in matters of Corporate Law, Labour Laws, FEMA, Income Tax (including International Taxation and Transfer Pricing), and compliance audits under various laws. Before forming the firm, he played a significant role as a part of senior/ middle management in various well-known MNCs like Tele Atlas Netherlands, Innodata Isogen, HCL Technologies, Panasonic, and KHD Humboldt Wedag, Germany.
Expertise in specific functional areas	Corporate Law, Labour Laws, FEMA, Income Tax (including International Taxation and Transfer Pricing), and compliance audits under various laws
Shareholding in the Company	Nil
Relationship with other Directors	NA
Other Directorship	APNS Consultants Private Limited
Memberships/ Chairmanship of Committees	None

PARTICULARS	ADITYA SOLANKI (08746878)
Proposed Designation	Non-Executive Independent Director
Age	42 Years
Qualification	Bachelor in Commerce
Experience	Aditya Solanki has distinguished exposure of over 13 years in Capital Market Segment. He is also well versed in Banking and Financial Support Services.
Expertise in specific functional areas	Capital Market Segment
Shareholding in the Company	Nil
Relationship with other Directors	NA
Other Directorship	ACME Investment Advisors Private Limited
Memberships/ Chairmanship of Committees	None

