

January 18, 2024

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir / Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Shareholders for appointment of Mr. Sanjay Mehta (DIN: 03591761) as a Director and Whole Time Director and Mrs. Nidhi Mistry (DIN: 10091445) as an Independent Director on the Board of the Company.

The remote e-voting period will commence on **Friday, January 19, 2024 (9:00 a.m. IST) and ends on Saturday, February 17, 2024 (5:00 p.m. IST).**

The Postal Ballot Notice is hosted on Company's website at <http://www.trescon.com/investors-section/notice.html>

This is for your information and record.

Thanking You,
Yours Faithfully
For Trescon Limited

Mandar Chavan
Company Secretary

Trescon Limited



TRESCON LIMITED

CIN: L70100MH1995PLC322341

Regd off.: 301, Third Floor, Skyline Wealth Space, Nathani Road, Vidyavihar (West), Mumbai - 400 086

Email: cs@trescon.com | **Website:** www.trescon.com | **Tel:** 022- 46165611

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To all the Shareholders of Trescon Limited

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

An Explanatory Statement pursuant to Sections 102 and 110 of the Act, read with the rules framed thereunder pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations"), as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Mr. Vijay Yadav (FCS 11990), Partner of M/s. AVS & Associates Practicing Company Secretaries, as the scrutiner ("Scrutinizer") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central

Depository Services (India) Limited (“CDSL”) for facilitating e-voting. The Company has made necessary arrangements with Satellite Corporate Services Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on **February 17, 2024**. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. **February 17, 2024**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Appointment of Mr. Sanjay Mehta (DIN: 03591761) as a Director & Whole-Time Director 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 152,160 of the Companies Act, 2013 and other applicable provisions, if any, and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and applicable regulation of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 as amended from time to time, Mr. Sanjay Mehta (DIN: 03591761) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing General Meeting of the Company, notice in writing received from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Sanjay Mehta (DIN: 03591761), Director of the Company be and is hereby appointed as Whole-Time Director of the Company for the period of Five (5) years with effect from December 16, 2023 to December 15, 2028, liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT Mr. Sanjay Mehta (DIN: 03591761) in the capacity of Whole-Time Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. as may be decided from time to time by the Board.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form a part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Sanjay Mehta (DIN: 03591761) subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any year, during the tenure of Mr. Sanjay Mehta (DIN: 03591761), the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, the above-mentioned remuneration from time to time and it shall not exceed the maximum permissible limit and terms as per Schedule V, Part II, Section II of the Companies Act, 2013 as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution”

2. Appointment of Mrs. Nidhi Mistry (DIN: 10091445) as an Independent Director of the Company

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

"**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on a declaration of meeting criteria of Independent Director and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Nidhi Mistry (DIN: 10091445), who was appointed as an Additional Director under the category of Woman Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from December 16, 2023 to December 15, 2028 and that she shall be paid sitting fees for attending Board and Committees meetings as may be determined by the Board of Directors of the Company from time to time within the overall limits as prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and

things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

For and on behalf of the Board of Directors of Trescon Limited

Sd/-

Dinesh Patel

Chairman and Managing Director

(DIN:00462565)

Place: Mumbai

Date: January 04, 2024

Notes:

1. A statement pursuant to Sections 102 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below and forms part of the Notice.

2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on January 12, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.

3. The Postal Ballot Notice is hosted on Company's website at www.trescon.com and also on website of the stock exchange i.e. BSE Limited at www.bseindia.com.

4. The Board of Directors of the Company (“the Board”) has appointed Mr. Vijay Yadav (FCS 11990), Partner of M/s. AVS & Associates Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.

6. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.

7. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of

such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:

- i) Deletion of name of the deceased shareholder(s)
- ii) Transmission of shares to the legal heir(s) and
- iii) Transposition of shares

Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAR Number by the shareholders to be considered as a valid PAN.

Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. for registration against their respective folio(s):

Identity proof: Copy of PAN Card/ AADHAR Card

Address proof: Copy of AADHAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.

Bank details: Copy of the cancelled cheque stating the name of the shareholder as an account holder.

Contact details: Mobile number, email id

Nominations: Please provide form SH 13 duly filled and signed.

In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.

8. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and to Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.

9. To support “**Green Initiative**”, the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration facility to its shareholders through Satellite Corporate Services Pvt. Ltd, for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.

10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e - voting i.e. **January 12, 2024**.

Any person or entity acquires shares of the Company and becomes a shareholder after sending Postal Ballot Notice and holding shares of the Company as on cut-off date for e - voting i.e. **January 12, 2024**, can refer to this Notice and other relevant communication including remote e - voting instructions, hosted on Company’s website at www.trescon.com.

11. The e-voting period commences on **Friday, January 19, 2024 (9:00 a.m. IST) and ends on Saturday, February 17, 2024 (5:00 p.m. IST)**. Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

12. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **February 17, 2024**, i.e., the last date specified for receipt of votes through the e-voting process.

14. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL.

15. The Scrutinizer will submit his report to the Whole-time Director after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, **on or before Tuesday, February 20, 2024** and will also hosted on website of the Company (www.trescon.com) besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.

16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ DP. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.

Therefore, to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact Satellite Corporate Services Pvt. Ltd for any assistance in this regard.

17. Instructions for to e-voting

A) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 a.m. (IST) on Friday, January 19, 2024	Up to 5:00 p.m. (IST) on Saturday, February 17, 2024

B) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the Cut-off date, **January 12, 2024**, only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

C) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

D) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts/ websites of Depositories, Depository Participants, without having to

register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

E) The details of the process and manner for remote e-voting for shareholders holding securities in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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

	3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Shareholders 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. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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.: 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

F) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com
- b) Click on "Shareholders" module.
- c) Now Enter your User ID
 - 1) For CDSL: 16 digits beneficiary ID,
 - 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 3) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company, OR alternatively, if you are registered for CDSL's EASI / EASIEST e-services, you can login at <https://www.cdslindia.com> from login-Myeasi using your login credentials. Once you

successfully login to CDSL's EAST / EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in the email.
Bank Details OR Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN of TRESCON LIMITED
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@trescon.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to info@satellitecorporate.com.

2. For shareholders holding shares in demat mode - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client Master List or Copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to info@satellitecorporate.com.

The Company's RTA i.e. Satellite Corporate Services Pvt. Ltd. shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call contact at toll free no. 1800 22 55 33.

For and on behalf of the Board of Directors of Trescon Limited
Sd/-

Place: Mumbai
Date: January 04, 2024

Dinesh Patel
Chairman and Managing Director
(DIN:00462565)

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014

ITEM No. 1:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Sanjay Mehta (DIN: 03591761) has been appointed as an Additional Director of the Company by the Board of Directors, whose term expires at the ensuing General Meeting of the Company. Mr. Sanjay Mehta (DIN: 03591761) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Sanjay Mehta (DIN: 03591761) as a Director, liable to retire by rotation.

The Members are further informed that Mr. Sanjay Mehta (DIN: 03591761) is currently associated with the Company in the capacity of Promoter. Mr. Sanjay Mehta (DIN: 03591761) has more than three decades of vast experience in the real estate and developer sector, which is the current business activity of the Company. Hence, considering the requirement to broad base the board, experience, skill, and knowledge of Mr. Sanjay Mehta (DIN: 03591761) about the real estate sector, the Board of Directors of the Company feels to approve his candidature for the position of Whole-Time Director of the Company for the period of five years on the terms and conditions including remuneration mentioned below:

Name & Designation	Mr. Sanjay Mehta (DIN: 03591761) – Whole Time Director
Period	December 16, 2023 to December 15, 2028
Minimum and Maximum Remuneration	Rs.3,00,000/- Per Annum as Minimum Remuneration for the period of three years with the power to board to vary from time to time with the Maximum Limit of Rs.25,00,000/- Per Annum subject to compliance with Schedule V of the Companies Act, 2013 to the extent applicable.

Mr. Sanjay Mehta (DIN: 03591761) would be entitled to Company's contribution to provided fund and other perquisites benefits, facilities including leave encashment, insurance, traveling allowance, medical reimbursement, if any, as per Company's policies applicable from time to time.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment of Mr. Sanjay Mehta (DIN: 03591761) as Whole-Time Director require approval of members of the Company in form of **Special Resolution**. Hence, the members are requested to pass the **Special Resolution** accordingly.

Except Mr. Sanjay Mehta (DIN: 03591761) being the appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at Item No.1 of the accompanying Notice in the interests of the Company.

ITEM No. 2:

The Board of Directors of the Company pursuant to Section 149, 150, 152, 160 and schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendation of Nomination & Remuneration Committee had appointed Mrs. Nidhi Mistry (DIN: 10091445) as an Additional Director under the category of Woman Independent Director for a term of five consecutive years commencing from December 16, 2023 to December 15, 2028 subject to approval of shareholders. The Board decided to seek approval of the same from shareholders through Postal Ballot under section 110 of the Companies Act, 2013 (the "Act").

The Company has received consent from Mrs. Nidhi Mistry (DIN: 10091445) to act as a Director in terms of section 152 of the Act and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mrs. Nidhi Mistry (DIN: 10091445) fulfils the conditions specified in the Act and the rules made thereunder, for her appointment as an Independent Director of the Company. Mrs. Nidhi Mistry (DIN: 10091445) is independent of the management and possesses appropriate skills, capabilities, experience and knowledge. The Company has received a declaration from Mrs. Nidhi Mistry (DIN: 10091445) confirming that she meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mrs. Nidhi Mistry (DIN: 10091445) for the office of Woman Independent Director of the Company.

Mrs. Nidhi Mistry (DIN: 10091445) shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof as recommended by the Nomination and Remuneration Committee.

The Board of Directors recommends the resolution for approval of the shareholders by way of a **Special Resolution**.

Except Mrs. Nidhi Mistry (DIN: 10091445) being the appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends a **Special Resolution** set out at Item No.2 of the accompanying Notice in the interests of the Company.

Brief profile of Mrs. Nidhi Mistry is given below:

Mrs. Nidhi Mistry is a member of the Institute of Chartered Accountants of India. She has an extensive experience in financial accounting / reporting, taxation.

Additional information in respect of Mrs. Nidhi Mistry, pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Details of Directors seeking appointment through postal ballot by remote e - voting process:

Name of the Director	Mr. Sanjay Mehta	Mrs. Nidhi Mistry
Date of Birth	February 14, 1964	February 01, 1989
DIN	03591761	10091445
Date of first appointment on the Board	December 16,2023	December 16,2023
Terms and Conditions of Appointment	Term of five consecutive years commencing from December 16, 2023 to December 15, 2028	Term of five consecutive years commencing from December 16, 2023 to December 15, 2028
Remuneration last drawn (including sitting fees, if any) in previous FY	Nil	Nil
Relationship with Directors and Key Managerial Personnel	None	None
Qualification(s)	B.Com.	B.Com., CA
Expertise in specific functional area	+30 years' experience in Real Estate as Builders and Developers	Financial accounting / reporting, taxation
Board Membership, Chairmanships /Memberships of the Committees of other listed limited companies as on December 16, 2023	Nil	Nil
Resignation as Director from Listed Entities in past 3 years	Nil	Nil
Number of shares held in the Company as on December 16,2023	30,83,998	Nil
Number of meetings of the Board attended during the Financial year	Nil	Nil
Justification for appointment Independent Director	Nil	After considering Mrs. Nidhi Mistry's skill, capability, experience and expertise in the fields Financial accounting / reporting and taxation the Board proposed her appointment as Independent Woman Director

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information:

Nature of industry	Operates in real estate, construction Company
Date or expected date of commencement of commercial production:	The Company was in Construction business since 2018
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Standalone Financial Performance:

Particulars	(Rupees in Lakhs)		
	2020-21	2021-22	2022-23
Total Income from Operations (Net)	843.62	363.53	496.24
Total Expenses	475.48	199.19	156.09
Profit/Loss Before Tax	335.41	164.34	335.13
Profit/Loss After Tax	192.84	126.78	281.57

Foreign investments or collaborations, if any:

There is no foreign investment in the Company except to the extent shares held by Non-Resident acquired through the secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee:

Particulars	Mr. Sanjay Mehta	Mrs. Nidhi Mistry
Background details	Mr. Sanjay Mehta has +30 years of experience in Real Estate as a Builder and Developer.	Mrs. Nidhi Mistry is a member of the Institute of Chartered Accountants of India. She has an extensive experience in financial accounting / reporting, taxation.
Remuneration received in FY 2022-23	Not Applicable	Not Applicable
Recognition or awards	-	-
Job profile and his suitability	Mr. Sanjay Mehta shall be responsible for industry experience, association and active participation the day-to-day operation and managing the affairs of the Company under the guidance of Board of the Company.	Mrs. Nidhi Mistry is a member of the Institute of Chartered Accountants of India. She has an extensive experience in financial accounting / reporting, taxation.
Remuneration proposed	As mentioned in the Notice & Explanatory Statement	As mentioned in the Notice & Explanatory Statement

Pecuniary relationship directly or indirectly with the company, or relationship with the key managerial personnel, if any	Mr. Sanjay Mehta is Promoter of the Company and not related to any key managerial personnel.	Mrs. Nidhi Mistry is neither related to Promoter nor Key Managerial Personnel.
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Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The proposed remuneration of appointees is in tune with the remuneration in similar sized industries in same segment of business. The remuneration being proposed is considered current financial position of the Company and the same may vary by the Board, subject to compliance with the applicable provisions of the Companies Act, 2013.

III. Other information:

Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

During the last three financial years the Company is in profit and further the Company is also making necessary efforts to improve its performance and productivity. The Company has reported profit in the latest F.Y. 2022-23.

Expected increase in productivity and profits in measurable terms:

The Company has taken all-out measures to reduce costs as well as improve operational efficiency/ productivity and the Company undertakes constant measures to improve it. However, the global economic environment is highly unpredictable as the duration and the impact of unprecedented future. So it is difficult to predict profits in measurable terms.

IV. Disclosures:

The remuneration package of the appointees is fully described in the Explanatory Statement as stated above

For and on behalf of the Board of Directors of Trescon Limited

Sd/-

Dinesh Patel

Chairman and Managing Director

(DIN:00462565)

Place: Mumbai

Date: January 04, 2024
