



TAHMAR

# TAHMAR ENTERPRISES LIMITED

(Formerly known as Sarda Papers Limited)

CIN: L15100MH1991PLC061164

Date: 07/09/2023

To,  
The Department of Corporate Services  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

Scrip Code: 516032

Subject: Intimation of 32<sup>nd</sup> Annual General Meeting schedule to be held on 29<sup>th</sup> September, 2023.

Dear Sir,

We are sending herewith the Intimation of 32<sup>nd</sup> Annual General Meeting of our Company which is scheduled to be held on Friday, 29<sup>th</sup> September, 2023 through VC/OAVM.

Please find the Enclosed Document as follows:

- 1) Intimation of Book Closure for the Purpose of 32<sup>nd</sup> AGM.
- 2) Notice of AGM.

The above is also uploaded on the websites of the Company.

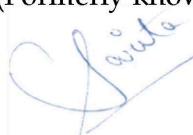

Please take the same on your record and acknowledge the receipt of the same

Thanking you,

Yours Faithfully,

For TAHMAR ENTERPRISES LIMITED

(Formerly known as Sarda Papers Limited)

SARITA SEQUERRA

Managing Director

DIN: 01203100



TAHMAR

# TAHMAR ENTERPRISES LIMITED

(Formerly known as Sarda Papers Limited)

CIN: L15100MH1991PLC061164

Date: 06/09/2023

To,

The Department of Corporate Services

BSE Limited

P.J. Towers, Dalal Street,

Mumbai - 400 001

Scrip Code: 516032

**Subject: Intimation of Book Closure for the purpose of 32<sup>nd</sup> Annual General Meeting of the Company under Regulation 42 of SEBI (LODR) Regulations, 2015.**

Dear Sir,

We are sending herewith the Intimation of Book Closure for the purpose of 32<sup>nd</sup> Annual General Meeting pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rules thereon and under Regulation 42 of SEBI (LODR) Regulations, 2015 regarding **Book Closures from, 23<sup>rd</sup> Sept., 2023 to 29<sup>th</sup> Sept., 2023 (Both Days Inclusive)** for the purpose of 32<sup>nd</sup> Annual General Meeting of our Company which is scheduled to be held on Friday, 29<sup>th</sup> September, 2023 through VC/OAVM.

We would like to inform you that the Register of Members & Share Transfer Books of the Company will remain closed from, **23<sup>rd</sup> Sept., 2023 to 29<sup>th</sup> Sept., 2023 (both days inclusive)** and cut of date will be 22nd September, 2023 for eligibility to vote in **32<sup>nd</sup> Annual General Meeting** by members.

The above is also uploaded on the websites of the Company.

Please take the same on your record and acknowledge the receipt of the same

Thanking you,

Yours Faithfully,

For TAHMAR ENTERPRISES LIMITED

(Formerly known as Sarda Papers Limited)

SARITA  
SEQUEIRA

Digitally signed by SARITA SEQUEIRA  
DN: cn=SARITA SEQUEIRA, title=DIR,  
pseudoym=01b2219bdface792e9068163390c2  
489f  
2.5.4.20=FE268EB805850CC6429396CD481E1A  
EDC3F8E8A4640F6C3D138E81078038A1,  
postalCode=400004, st=GOA,  
serialNumber=ac5b39e4f9466a14480a1d016  
eaa1a3e044897912c48039c740e0e2933e,  
c=SARITA SEQUEIRA  
Date: 2023.09.06 17:52:21 +05'30'

SARITA SEQUEIRA

Managing Director

DIN: 01203100

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF TAHMAR ENTERPRISES LIMITED (FORMERLY KNOWN AS SARDA PAPERS LIMITED) WILL BE HELD ON FRIDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 10:30 A.M. THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:****ITEM NO.1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2023**

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

**"RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**ITEM NO.2: APPOINTMENT OF RAJSHEKHAR CADAKKETH RAJASEKHAR NAIR (DIN 01278041) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Rajshekhar Cadakketh Rajasekhar Nair (Din 01278041), who retires by rotation at this meeting, be and is hereby appointed as a Managing Director of the Company."

**ITEM NO. 3: TO RE-APPOINT STATUTORY AUDITOR FOR A TERM OF 5 YEARS:**

To re-appoint M/s SSRV & Associates, Chartered Accountant (firm registration no. 135901W), as a Statutory Auditors of the Company for a first term of five years and in this regard pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s SSRV & Associates, Chartered Accountant, Chartered Accountant (firm registration no. 135901W) be and are hereby re-appointed as a Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed between the Board of Directors and the Statutory Auditors time to time."

**SPECIAL BUSINESS:****ITEM NO 4: APPOINTMENT OF MRS. KANIKA KABRA (DIN: 10291001) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Kanika Kabra (DIN : 10291001), who was appointed as an Additional Non-Executive Independent Director on 5th September, 2023, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 5<sup>th</sup> September, 2023 to 4<sup>th</sup> September, 2028 of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and as hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or reenactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded 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 ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**ITEM NO. 6: APPROVAL TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally 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."

**ITEM NO. 7: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company up to an aggregate sum of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ITEM NO. 8: SHIFTING OF REGISTERED OFFICE OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from one city to another city and within the same state and ROC jurisdiction **from** A/70 MID CSINNAR NASIK MH 422103 **to** SHOP NO.7, GURUCHANDRA RESIDENCY, SWAMY COLONY, SY. NO. 131/2, GADHINGLAJ CORPORATION, TALUKA GADHINLAJ, DIST KOLHAPUR- 416505.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 9 APPROVAL FOR REVISION IN MATERIAL RELATED PARTY TRANSACTION AMOUNT UPTO RS. 100.00 CRORES:**

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

**“RESOLVED THAT** pursuant to the provisions of the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties namely M/s SBM BREWERIES PVT LTD, M/s . SBM ISTILLERY PVT LTD, M/s. SEEBHAL DISTILLERY PVT LTD, M/s. SEEBHAL MIKELINE BREWERIES PVT LTD, Mr. Rajshekhar Cadakketh Rajasekhar Nair, Mr. Manish D Ladage, Ms. Sarita Sequeira, Mr. Trupearl Venture Pvt Ltd, for



(i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; (vii) Sub Contract Arrangement (viii) Borrowing from Related Party; (ix) Lending to Related Party the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) for single transaction or series of transactions for a period of 15 months from 1st April, 2023 to 30th September, 2024 on such terms and conditions as may be mutually agreed between the Company and the related parties.

**RESOLVED FURTHER THAT** the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources."

**ITEM NO. 10: PRIOR APPROVE OF CONVERSION OF UNSECURED LOANS STANDING IN THE BOOKS OF THE COMPANY INTO EQUITY SHARES:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Preferential issue and/or Right Issue of equity shares or any equity convertible securities as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including but not limited to Government of India, SEBI, Reserve Bank of India (RBI), BSE and any other competent authorities and subject to all consent, permissions, sanctions, of the concerned authorities as may be prescribed or imposed, while granting such consent(s), permissions or sanctions, the consent of the members be and is hereby accorded to the board of directors of the company for the allotment of such number of equity shares of the face value of INR 1/- each (Rupee One Only) to the lender namely Mr. Rajshekhar Cadakketh Rajasekhar Nair (Rs. 2,00,00,000/-), Ms. Sarita Sequeira (Rs. 16,00,00,000/-) and M/s SEEBHAL DISTILLERY PVT. LTD. (Rs. 10,00,00,000/-) upon the exercise of right by (Mr. Rajshekhar Cadakketh Rajasekhar Nair, Ms. Sarita Sequeira and M/s SEEBHAL DISTILLERY PVT. LTD.) to convert certain outstanding credit facilities granted by Mr. Rajshekhar Cadakketh Rajasekhar Nair, Ms. Sarita Sequeira and M/s SEEBHAL DISTILLERY PVT. LTD. hereinafter referred as Lenders, which shall not exceed the amount of Principle amount stated above of individual lender and interest outstanding as on that date of conversion of the unsecured loan to equity in accordance with terms of loan agreement(s), at a price which will be arrived through valuation guidelines of Ministry of Corporate Affairs and SEBI ICDR Regulations and other applicable valuation guidelines and rules and regulations prescribed by SEBI, and applicable provisions of the companies act, 2013 as amended from time to time in accordance with the following conditions;

1) The Conversion rights reserved as aforesaid shall be exercised by the lenders on one or more occasions/trenches at any point of time by giving written request/notice letter to the Company and the conversion of loan in to equity can be done by any mode of allotment by company Preferential Issue of Equity Shares; Right issue of Equity shares or any issuance of convertible securities which will be convert in to the equity shares;

2) On receipt of the notice of the conversion, the company shall, subject to the provisions and conditions of the financing document (Loan Agreement), issue and allot the requisite number of fully paid-up equity shares to the lenders or any other persons identified by the lenders as from the date of conversion and the lender may accept the same in satisfaction of the part of the loan so converted;

- 3) The part of the loan so converted shall cease to carry interest as from the date of conversion and loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan, if any, payable after the date of conversion as per the financing documents (loan agreement) shall reduce proportionately by the amount of the loan so converted.
- 4) The Equity Shares so allotted and issued to the lender(s) or such other persons identified by the lenders shall be rank pari-pasu with the existing equity shares of the company in all respect.

**FURTHER RESOLVED THAT** the board be and is hereby, authorised to finalize the terms and conditions to convert the loan into equity shares of the company on the terms specified in the financing documents (Loan Agreement), including upon receiving an request for loan conversion from the lender or option given by the management of the company to the lenders for reducing the loan liabilities of the company and increasing the share capital of the company in the interest of the company, under the terms of the loan agreements.

**FURTHER RESOLVED THAT** on receipt of notice of conversion, the board be and is hereby authorised to do all such acts, as may be necessary and shall issue and allot requisite number of fully paid up equity shares in the company to Mr. Rajshekhar Cadakketh Rajasekhar Nair, Ms. Sarita Sequeira and M/s SEEBHAL DISTILLERY PVT. LTD. (Lenders).

**FURTHER RESOLVED THAT** the board be and is hereby authorised to offer, issue and allot from time to time to the lender such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the lenders.

**FURTHER RESOLVED THAT** the board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may have imposed or required by the lenders arising from or incidental to the aforesaid terms providing such options and to do all such acts and things as may be necessary to give effect to the resolution.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the board/committee of board be and is hereby authorised to agree, make, accept and finalize all such terms, conditions, modifications, and alterations as it may deemed feet within the aforesaid limits and the board/ committee is also hereby authorised to resolved and settle all questions, difficulties or doubts that may arise with regards to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the board/ committee in its absolute desecration may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval there to expressly by the authority of this resolution.

**FURTHER RESOLVED THAT** the board be and is hereby also authorised to delegate all or any of the powers herein conferred on it, to any committee of the directors, or any person or persons, as it may in its absolute desecration deem fit in order to give effect to this resolution.

**ITEM NO. 11: TO APPROVE THE APPOINTMENT OF SOLE SELLING AGENT TO M/S SHREE INDUSTRIES (A PROPRIETORSHIP FIRM) FOR SELLING RIGHTS OF COMPANY PRODUCTS:**

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

**“RESOLVED THAT** pursuant to the provisions of the applicable laws, act and Regulations and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into the agreement for appointment of M/s Shree Industries (a Proprietorship Firm) Address 3078/79,70 B Wing, Oberoi Garden Estate, Chandivali Farms Road, Chandivali, Andheri(E), Mumbai-400072 as selling agent (Exclusive Selling Agent) of the Company for a period of 5 years, and the consent of the members be and is hereby accorded to the board in respect of the provisions of related party transaction(s) including material related party transactions by company M/s Shree Industries if

falls under Related Party, the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015, for an estimated amount of up to Rs. 300 crores (Rupees Three Hundred Crores) for single transaction or series of transactions for period of every financial year (Annual Basis) for the term of 5 year of appointment.

**RESOLVED FURTHER THAT** the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources.”

**ITEM No. 12: APPROVAL FOR REVISION IN REMUNERATION OF MS. SARITA SEQUEIRA (DIN 01203100) MANAGING DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to MS. SARITA SEQUEIRA (DIN 01203100) Managing Director, for the remaining period of the remaining tenure of her appointment, as detailed in Explanatory Statement as annexed, which shall in no case exceed ten percent of the Net Profits of the Company to all Executive Directors, if applicable;

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** save and except as aforesaid, the Ordinary Resolution approved and passed by the Members vide postal ballot dated 12<sup>th</sup> December, 2022 with respect to the appointment of MS. SARITA SEQUEIRA (DIN 01203100) shall continue to remain in full force and effect; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of MS. SARITA SEQUEIRA as Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

**ITEM No. 13: APPROVAL FOR REVISION IN REMUNERATION OF MR. RAJSHEKHAR CADAKKETH RAJASEKHAR NAIR (DIN: 01278041) EXECUTIVEDIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Rajshekhar Cadakketh Rajasekhar Nair (DIN: 01278041) Executive Director, as detailed in Explanatory Statement as annexed, which shall in no case exceed ten percent of the Net Profits of the Company to all Executive Directors, if applicable;



**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Executive Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Rajshekhar Cadakketh Rajasekhar Nair (DIN: 01278041) as Executive Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

**By Order of the Board of Directors**

**Sd/-  
Sarita Sequeira  
Managing Director  
DIN: 01203100**

**Place: Nasik**

**Date: 05/09/2023**

**Registered Office:**

A/70 MID Csinnar, Nasik MH 422103

Tel: +91 9321752685

Email: [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com)

Website: [www.tahmar.in](http://www.tahmar.in)

**NOTES:**

1) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 to 13 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure 1 to this Notice.

2) The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 32<sup>nd</sup> AGM of the Company is being held through VC/OAVM on Friday, 29<sup>th</sup> September, 2023, at 10:30 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at A-70, MIDC, Sinnar, Dist. Nashik- 422103.

3) 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 THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA 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.**

- 4) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- 6) **M/s. Abhilasha Chaudhary & Associates, Practicing Company Secretary (Membership No. 62496)**, has been appointed as “Scrutinizer” to scrutinize the e-Voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- 7) In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM.
- 8) The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [csabhilashachaudhary@gmail.com](mailto:csabhilashachaudhary@gmail.com) or upload on the VC portal / e-voting portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 9) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 22<sup>nd</sup> September, 2023. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 10) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories. Copy of the Notice of the AGM is also available for download on the website of the Company at [www.tahmar.in](http://www.tahmar.in), the e-voting portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- 11) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
- i. Members holding shares in physical form may register their email address and mobile number with the Company/Company’s Registrar and Transfer Agents, M/s. Universal Capital Securities Pvt. Ltd. by sending an email request at the email ID [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) or [info@unisec.in](mailto:info@unisec.in) along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
- ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 12) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 13) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but

have queries may send their queries, mentioning the name, securities demit account number/folio number, email id, mobile number to [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) send their queries in advance 7 days prior to meeting.

14) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

15) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

16) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17) The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM)

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:** -The remote e-voting period begins on 26<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 28<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 22<sup>nd</sup> September, 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 22<sup>nd</sup> September, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which</li> </ol>

	<p>is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for e-Voting and joining virtual meeting 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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(is) who are authorized to vote, to the Scrutinizer by e-mail to [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **22<sup>nd</sup> September, 2023** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22**



3. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **22<sup>nd</sup> September, 2023** may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request Mr. Sanjeev Yadav, Assistant Manager at [evoting@nsdl.co.in](mailto: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.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (Company email id).
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.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (Company email id). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [www.evoting@nsdl.co.in](http://www.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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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 therefore 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (company email id) latest by 05:00 p.m. (IST) on **22<sup>nd</sup> September, 2023**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM, can contact Mr. Sanjeev Yadav, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 3 to 11 of the accompanying notices:

**Item No. 3: TO RE-APPOINT STATUTORY AUDITOR FOR A TERM OF 5 YEARS:**

M/s SSRV & Associates, Chartered Accountant, (firm registration no. 135901W), was appointed as Statutory Auditors of the Company to fill up the casual vacancy arise due to resignation of previous auditors during the F.Y. and M/s SSRV & Associates, Chartered Accountant was appointed by shareholder's resolution on 12<sup>th</sup> December, 2022 to hold office of Auditors up to the ensuing Annual General Meeting i.e. AGM of F.Y. 2023, therefore your board of Directors proposed to appoint M/s SSRV & Associates, Chartered Accountant as statutory auditors of the company for a first term of five years.

The said appointment will be pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, the company has received a consent letter from M/s SSRV & Associates, Chartered Accountant, Chartered Accountant (firm registration no. 135901W) for their appointment as statutory auditors for a term of 5 years and to hold office of auditors from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed between the Board of Directors and the Statutory Auditors time to time."

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the resolution set out at item no. 3 of the approval members in general meeting as ordinary resolution.

**ITEM NO. 4: TO APPOINT MRS. KANIKA KABRA (DIN: 10291001), AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

At the Board Meeting of the Company held on 04<sup>th</sup> November, 2022 the Board had appointed Mrs. Kanika Kabra (DIN : 10291001), as an additional Non-Executive Independent Director i.e., 5<sup>th</sup> September, 2023 of the Company. In terms of Section 161(1) of the Act, Mrs. Kanika Kabra (DIN: 10291001), holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of Mrs. Kanika Kabra (DIN: 10291001) for a term of 5 years from the date of her appointed stated in the resolution no. 4, her appointment shall be effective upon approval by the members in the Meeting. Mrs. Kanika Kabra (DIN: 10291001), 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 of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Except Ms. Kanika Kabra, no other directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution.

The Board commends the resolution set out at item no. 4 of the approval members in general meeting as ordinary resolution

**ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY:**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash

credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) from banks, Financial Institution(s), foreign lender(s), any-body corporate entity (ies), authority(ies) in the ordinary course of business.

Hence your approval is sought, to authorize the Board to borrow monies as aforesaid borrowings limits. In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the resolution set out at item no. 5 of the approval members in general meeting as ordinary resolution.

**ITEM NO. 6: APPROVAL TO MAKE LOAN(S) AND GIVE GUARANTEE(S) PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub section (2) & (3) of Section 186 of the Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item No 6.

None of the Directors, except the above-mentioned Directors, of the Company or their relatives are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution as set at Item No. 6.

**ITEM NO. 7: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

As per Section 185 of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in general meeting
- b. The loans are utilized by the borrowing company for its principal business activity.

The Loan amount to the extent of Rs. 200 Crore (Rupees Two hundred Crore) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

Therefore, the said special resolution is proposed for the approval of member under item no 7 of the Notice.

All relevant documents considered at the meeting can be inspected at the office hours on working days at the corporate office of the company.



None of the Directors, except the above-mentioned Directors, of the Company or their relatives are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution as set at Item No. 7.

**ITEM NO.8: SHIFTING THE REGISTERED OFFICE OF THE COMPANY:**

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered Office of the Company is presently situated at A-70, MIDC, Sinnar, Dist. Nashik, MH-422103. With a view to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting the registered office to SHOP NO .7, GURUCHANDRA RESIDENCY, SWAMY COLONY, SY. NO. 131/2, GADHINGLAJ CORPORATION, TALUKA GADHINLAJ, DIST KOLHAPUR- 416505. The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of Item No. 8.

The Board commends the passing of the special resolution set out at item No. 7 of accompanying notice.

**ITEM NO. 9: APPROVAL FOR RELATED PARTY TRANSACTIONS:**

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property with Related Parties namely M/s SBM BREWERIES PVT LTD, M/s . SBM ISTILLERY PVT LTD, M/s. SEEBHAL DISTILLERY PVT LTD, M/s. SEEBHAL MIKELINE BREWERIES PVT LTD, Mr. Rajshekhar Cadakketh Rajasekhar Nair, Mr. Manish D Ladage, Ms. Sarita Sequeira, Mr. Trupearl Venture Pvt Ltd., are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company.

Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s SBM BREWERIES PVT LTD, M/s. SBM ISTILLERY PVT LTD, M/s. SEEBHAL DISTILLERY PVT LTD, M/s. SEEBHAL MIKELINE BREWERIES PVT LTD, Mr. Rajshekhar Cadakketh Rajasekhar Nair, Mr. Manish D Ladage, Ms. Sarita Sequeira, Mr. Trupearl Venture Pvt Ltd., require the approval of the Members of the Company by way of a Special resolution.

The particulars of the Material Related Party Contracts/ Pre-arrangements/ Transactions are as under:

M/s SBM BREWERIES PVT LTD, M/s. SBM ISTILLERY PVT LTD, M/s. SEEBHAL DISTILLERY PVT LTD, M/s. SEEBHAL MIKELINE BREWERIES PVT LTD, Mr. Rajshekhar Cadakketh Rajasekhar Nair, Mr. Manish D Ladage, Ms. Sarita Sequeira, Mr. Trupearl Venture Pvt Ltd., Material Terms of the Contracts/ Arrangements/Transactions: sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property on arm's length basis.

The material contracts/arrangements/transactions with M/s SBM BREWERIES PVT LTD, M/s. SBM ISTILLERY PVT LTD, M/s. SEEBHAL DISTILLERY PVT LTD, M/s. SEEBHAL MIKELINE BREWERIES PVT LTD, Mr. Rajshekhar Cadakketh Rajasekhar Nair, Mr. Manish D Ladage, Ms. Sarita Sequeira, Mr. Trupearl Venture Pvt Ltd., have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval to approve the limit of Monetary Value of the aggregate transactions in single or trenches is likely up to an amount of Rs.100,00,00,000/-.

The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly, the Special Resolution as set out in item No. 9 of the Notice is proposed for approval of Members. None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**ITEM NO. 10: PRIOR APPROVAL FOR THE CONVERSION OF UNSECURED LOANS OF STANDING IN THE BOOKS OF THE COMPANY INTO EQUITY SHARES:**

The Company is required to pass a Special Resolution under Section 62(3) and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder to enable the conversion of unsecured loans given by Mr. Rajshekhar Cadakketh Rajasekhar Nair (Rs. 2,00,00,000/-) (Director/Promoter), Ms. Sarita Sequeira (Rs. 16,00,00,000/-) (Director/Promoter) and M/s SEEBHAL DISTILLERY PVT. LTD. (Rs. 10,00,00,000/-) (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, in case of any written request letter/application received from lenders as their option to convert their outstanding loan in full or part in one or more trenches, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable valuation/pricing guidelines if any issued by MCA and/or by Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

The Board recommends the foregoing resolution to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified under the financing documents already executed or to be executed between lenders and company in respect of the Financial Assistance availed/to be availed from the lenders, at their option, to convert the whole or part of their respective outstanding unsecured loan (Financial Assistance) into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Mr. Rajshekhar Cadakketh Rajasekhar Nair and Ms. Sarita Sequeira being a Director and Promoter of the company and their relatives are interested/concerned in this resolution, with respect to their respective shareholdings and position in the Company, no other Directors and Key Managerial Personnel of the Company not interested in this resolution.

The Board recommends the Special resolution as set out in Item no. 10 of the Notice for the approval by the Members.

**ITEM NO. 11: TO APPROVE THE APPOINTMENT OF SOLE SELLING AGENT TO M/S SHREE INDUSTRIES (A PROPRIETORSHIP FIRM) FOR SELLING RIGHTS OF COMPANY PRODUCTS:**

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, appointment as selling agent, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services with M/s Shree Industries (a Proprietorship Firm) is material in nature as these transactions are likely to exceed ten percent of the turnover of the Company.

Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s Shree Industries (a Proprietorship Firm) require the approval of the Members of the Company by way of a Special resolution.

The material contracts/arrangements/transactions with M/s Shree Industries have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

Monetary Value: The value of transactions is likely up to an amount of Rs.300 crores for every financial year for a period of 5 years i.e. the term of appointment of M/s Shree Industries as selling agents of the company.

None of the Directors or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

The Board recommends the Special resolution as set out in Item no. 11 of the Notice for the approval by the Members.

**ITEM NO. 12: TO INCREASE THE OVERALL MANAGERIAL REMUNERATION OF THE DIRECTORS OF THE COMPANY:**

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution.

Ms. Sarita Sequeira was appointed as Managing Director of the Company by the Board of Directors and by the Shareholders of the Company in their meeting through postal ballot dated 11<sup>th</sup> December, 2022. The Nominations and Remunerations Committee at their meeting held on 05<sup>th</sup> September, 2023 recommended revision in payment of remuneration for a remaining period w.e.f. 01<sup>st</sup> September, 2023 to 30<sup>th</sup> September, 2023.

The revision in remuneration is subject to the approval by members. The Board of Directors on recommendation of Nominations and Remuneration Committee may decide, alter, vary or modify the remuneration of Ms. Sarita Sequeira, subject to limits mentioned in Companies Act, 2013 and any other Acts, regulations, rules, approvals, etc. The terms of her appointments and revision in remuneration are as follows:

1. Salary: Rs 36,00,000 per annum with such increments as the Board may decide from time to time, (Inclusive of following perquisites)
  - i. Companies Contribution to Provident Fund;
  - ii. Gratuity as per rules of the Company;
  - iii. Reimbursement of expenses of Car for the purpose of business use of Company, for official duties;
  - iv. Telephone at the residence including payment of Local/STD/ISD Calls for business use;
  - v. Payment of maintenance charges of society where she is residing, as per bills
  - vi. Reimbursement of medical expenses incurred for self and family without any ceiling.
  - vii. Reimbursement of Electricity charges
  - viii. Reimbursement of Travelling and Hotel stay for the travelling's and tours for the company's business purposes.
- IX. Payment of Club fees/admission fees for maximum two clubs.

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

Ms. Sarita Sequeira, Mr. Rajshekhar Cadakketh Rajasekhar Nair and her Relatives are interested in the resolution to the extent of their shareholding interest and remuneration matter to be approved in this resolution, in the Company, Save and except the above none other Directors / Key Managerial Personnel Other Company / their relatives are, in any way, concerned or interested. Financially or otherwise, in the resolution no. 12 of the notice of AGM.

**ITEM NO. 13: TO INCREASE THE OVERALL MANAGERIAL REMUNERATION OF THE DIRECTORS OF THE COMPANY:**

Mr. Rajshekhar Cadakketh Rajasekhar Nair was appointed as Executive Director of the Company w.e.f. 4<sup>th</sup> August, 2022 by the Board of Director and Shareholders at their Meeting (Postal Ballot) respectively on 11<sup>th</sup> December, 2022.

Considering the further development and production unit started by the company and growth of the Company, under the dynamic leadership of Mr. Rajshekhar Cadakketh Rajasekhar Nair as Executive Director and upon the recommendation by the Board and Nomination and Remuneration committee at their meeting held on 05<sup>th</sup> September, 2023 approved revision in remuneration payable to Rs. 24,00,000 w.e.f 01<sup>st</sup> September, 2023 subject to approval of shareholders in the ensuing Annual General Meeting.

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law. The terms of his appointments and revision in remuneration are as follows:

1. Salary: Rs 24,00,000 per annum with such increments as the Board may decide from time to time, (Inclusive of following perquisites)

i. Companies Contribution to Provident Fund;

ii. Gratuity as per rules of the Company;

iii. Reimbursement of expenses of Car for the purpose of business use of Company, for official duties:

iv. Telephone at the residence including payment of Local/STD/ISD Calls for business use;

v. Payment of maintenance charges of society where she is residing, as per bills

vi. Reimbursement of medical expenses incurred for self and family without any ceiling.

vii. Reimbursement of Electricity charges

viii. Reimbursement of Travelling and Hotel stay for the travelling's and tours for the company's business purposes.

IX. Payment of Club fees/admission fees for maximum two clubs.

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

Ms. Sarita Sequeira, Mr. Rajshekhar Cadakketh Rajasekhar Nair and his Relatives are interested in the resolution to the extent of their shareholding interest and remuneration matter to be approved in this resolution, in the Company, Save and except the above none other Directors / Key Managerial Personnel Other Company / their relatives are, in any way, concerned or interested. Financially or otherwise, in the resolution no. 13 of the notice of AGM.

**By Order of the Board of Directors**



Sd/-

Sarita Sequeira  
Managing Director  
DIN: 01203100

Place: Nasik

Date: 05/09/2023

**Registered Office:**

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