

TECHNOJET CONSULTANTS LIMITED

[CIN: L74210MH1982PLC027651]

Registered Off: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400001

Admin Off: C-1, Wadia International Center, P. Budhkar Marg, Worli, Mumbai - 400025

[Website: www.technojet.in] [Tel Nos: 022 66620000] [Email:technojetconsultantslimited@gmail.com]

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-EIGHTH (38th) ANNUAL GENERAL MEETING OF THE MEMBERS OF TECHNOJET CONSULTANTS LIMITED WILL BE HELD AT THE ADMINISTRATIVE OFFICE OF THE COMPANY AT C-1, WADIA INTERNATIONAL CENTER, PANDURANG BUDHKAR MARG, WORLI, MUMBAI - 400025 ON THURSDAY, 20th AUGUST, 2020 AT 05:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Bakhtavar Ady Pardiwalla (DIN:06721889), a Non- Executive Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To consider the re-appointment of the Current Statutory Auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166) as the Statutory Auditors of the Company for the second term and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166), as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 43rd AGM to be held in the year 2025 at a remuneration determined by the Board of Directors of the Company as per the recommendation of the Audit Committee;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Special Business:

4. **To consider appointment of Mr. Vipul Panchal as the Manager for the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(53), 196, 197, 203 and Schedule V of the Companies Act, 2013 ("the Act") read with other applicable provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications thereof and in accordance with the approval of the Board of Directors of the Company, consent of the members be and is hereby given to appoint Mr. Vipul Panchal, as the Manager of the Company for a period of five (5) years commencing from February 05, 2020 on such terms and conditions and on such remuneration as may be agreed to between him and the Board of Director.

By Order of the Board of Directors,
For **Technojet Consultants Limited**
Sd/-

Sugandha Goyal
Company Secretary

Date: 24th June, 2020

Place: Mumbai

Registered Office:

Neville House,
J. N. Heredia Marg,
Ballard Estate,
Mumbai - 400001

Notes:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of a Member upto and not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective, should be lodged / deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (Proxy form is attached herewith). Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
- b. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of Special Business under item no 4 of the Notice, is annexed hereto.

Additional information with respect to re-appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

- c. Brief resume of the Director and KMP proposed to be appointed under item no. 2 and 4, nature of their expertise in functional areas, names of Companies in which they hold Directorships and memberships/Chairmanships of Board Committees and shareholding, are provided in '**Annexure - I**'
- d. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e. Members are requested to immediately notify any change of address:
- (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents (RTA) in respect of their physical share folios, if any, quoting their folio numbers, at their address given below

KFin Technologies Private Limited
(Unit: Technojet Consultants Limited)
Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli,
Financial District Nanakramguda,
Hyderabad, Telangana – 500032, India
Telephone number: +91 40 6716 2222
Fax number: +91 40 2342 0814
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

- f. Members holding shares in physical form may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating a person, in the prescribed form, to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Office at C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400025 or from its RTA at their aforesaid address.
- g. As part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the General Meetings, Financial Statements and Directors' Report, etc. to the e-mail address provided by the members.

We request the members to be part of the said 'Green Initiative' and to register their names for receiving the said documents by electronic mode by mailing us your Registered Folio Number and/or DP ID/Client ID to

the dedicated email address at technojetconsultantsltd@gmail.com or by doing login at the RTA website einward.ris@kfintech.com to register their request.

- h. Members intending to require information about the Financial Accounts, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.
- i. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- j. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Thirty-Eight Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by the RTA of the Company.
 - II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
 - III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM **but shall not be entitled to cast their votes again.**
 - IV. The remote e-voting period commences on Monday, August 17, 2020 (9:00 am) and ends on Wednesday, August 19, 2020 (5:00 pm). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, August 14, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting by KFin Technologies Private Limited thereafter.
 - V. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
 - VI. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
 - VII. The process and manner for remote e-voting is as under:
 - A. Member whose email IDs are registered with the Company/DPs will receive an email from KFin Technologies Private Limited informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com> (KFin Technologies Private Limited Website)
 - (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (iii) After entering these details appropriately, click on “LOGIN”.
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Technojet Consultants Limited.

- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: practisinges@vaibhavshahandco.com or technojetconsultantsltd@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”

B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:

- a) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM:

USER ID	PASSWORD
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- b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above to cast vote.

VIII. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFin Technologies Private Limited website <https://evoting.karvy.com>

IX. If the member is already registered with KFin Technologies Private Limited e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.

X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

XI. 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, August 14, 2020.

XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, August 14, 2020 may obtain the User ID and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c) Member may call KFin Technologies Private Limited toll free number 1-800-3454-001.
- d) Member may send an e-mail request to evoting@karvy.com If the member is already registered with KFin Technologies Private Limited e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Friday, August 14, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Vaibhav Shah, Company Secretary (Membership No. ACS 26121), Proprietor of Vaibhav Shah and Company, Practicing Company Secretaries - Mumbai, has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
- XV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than Forty-Eight hours from the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.technojet.in and on the website of Karvy E-Voting immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.
- XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. Thursday, August 20, 2020

By Order of the Board of Directors

For Technojet Consultants Limited
Sd/-

Sugandha Goyal
Company Secretary

Date: 24th June, 2020

Place: Mumbai

Registered Office:

Neville House,
J. N. Heredia Marg,
Ballard Estate,
Mumbai 400001

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants having Firm Registration No. 104607W/W100166 were appointed as Statutory Auditors of the Company by the Members at the 33rd Annual General Meeting (AGM) to hold office as Statutory Auditors from the conclusion of AGM held in the year 2015 till the conclusion of 38th AGM of the Company to be held in the year 2020. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Kalyaniwalla & Mistry LLP Chartered Accountants(Firm Registration No. 104607W/W100166), as the Statutory Auditors of the Company for the second term of 5(five) years from the conclusion of this AGM till the conclusion of the 43rd AGM to be held in the year 2025 at a remuneration determined by the Board as per the recommendation of the Audit Committee.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants has confirmed their eligibility under Section 141 of the Act and the Rules framed there under for appointment as Auditors of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

The Board recommends resolution at Item No. 3 of this Notice for approval by the members.

Item No. 4

Pursuant to the applicable provisions of Section 203(1) of the Companies Act, 2013 ("the Act") read with applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed **Mr. Vipul Panchal**, as the Manager of the Company to hold office for a period of five (5) years commencing from February 05, 2020.

Mr. Panchal possesses adequate experience for being appointed as the Manager of the Company. Also, the appointment of Mr. Vipul Panchal is in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Act and the rules made thereunder, as amended from time to time. He will be considered as the Key Managerial Personnel of the Company. Detailed resume of Mr. Vipul is given in the annexure to this notice.

Save and except Mr. Vipul and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice

The Board recommends resolution set out in Item No. 4 of the Notice for approval by the members.

ANNEXURE – I

Item No. 2

Details of the Director seeking re-appointment

(In pursuance of Regulation 26(4) & Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 'Secretarial Standards on General Meetings')

Name:	Mrs. Bakhtavar Ady Pardiwalla
Date of birth:	September 17, 1954
Nationality:	Indian
Brief Profile:	Mrs. Bakhtavar A. Pardiwalla is presently working with Wadia Group. She has forty four years of experience in the field of administration.
Date of first appointment on the Board:	November 09, 2015
Qualifications:	Under Graduate
No. of Board Meetings attended during the year:	Six Board Meetings in the FY 2019-20
Outside Directorship:	Oseaspre Consultants Limited and Nitapo Holdings Pvt. Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies:	None
Shareholding in the Company:	8,281 shares as on 31 st March, 2020.
Relationship with other Directors /KMP of the Company:	None

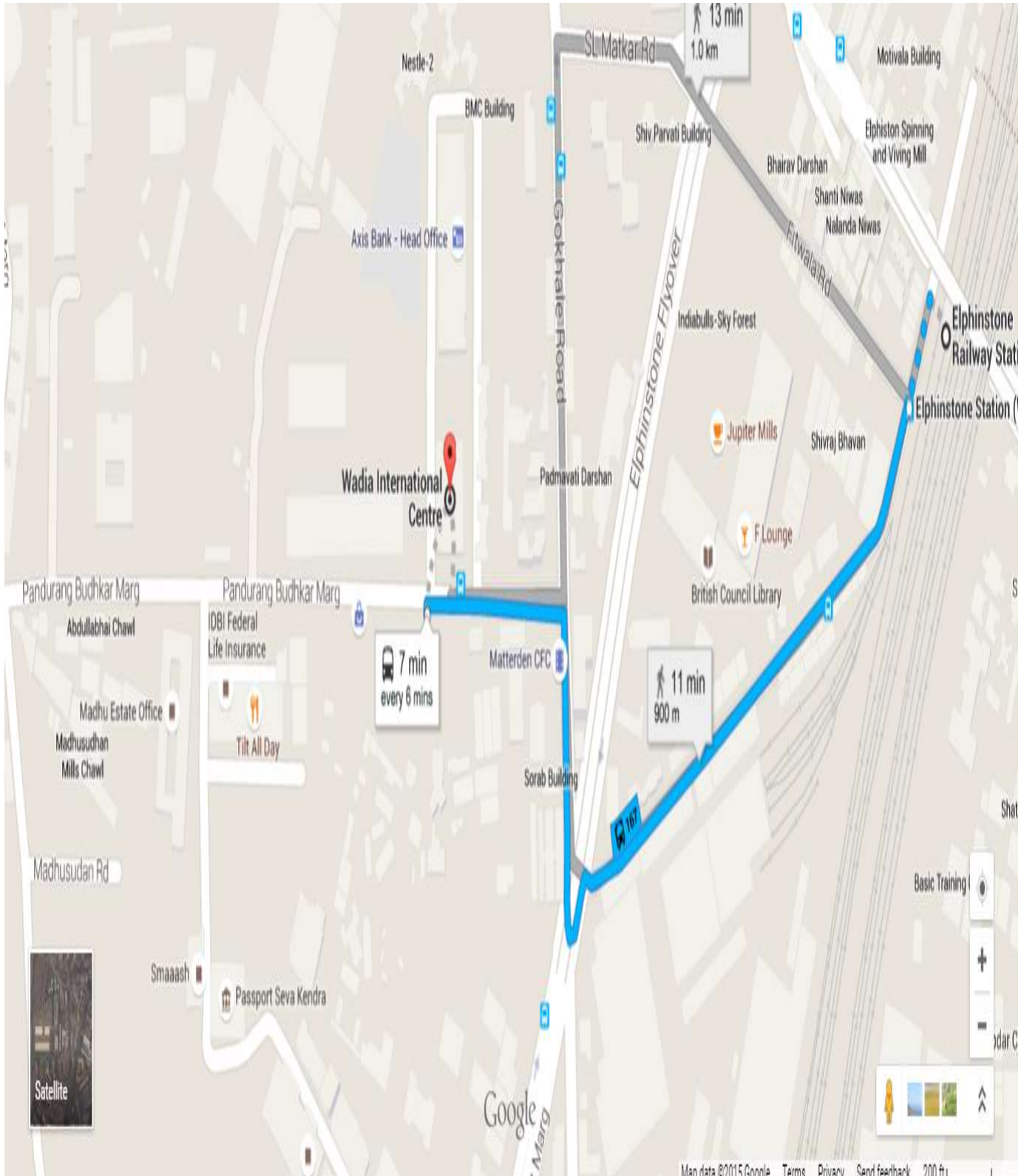
Item No. 4

Details of the Manager seeking appointment

Name:	Mr. Vipul Panchal
Date of birth:	November 07,1987
Nationality:	Indian
Brief Profile:	He has 12 years of experience in the field of Accounts and taxation
Date of first appointment on the Board:	February 05, 2020
Qualifications:	Masters in Commerce
Outside Directorship:	None
Membership/ Chairmanships of Committees of Boards of other Companies:	None
Shareholding in the Company:	NIL
Relationship with other Directors /KMP of the Company:	None

ROUTE MAP

Venue - C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025



Landmark : Near Bombay Dyeing

Distance from Prabhadevi Local Railway Station is 900m and from Parel Railway station is 1200m.