

# TECHNOJET CONSULTANTS LIMITED

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42<sup>nd</sup> (FORTY SECOND) ANNUAL GENERAL MEETING OF THE MEMBERS OF TECHNOJET CONSULTANTS LIMITED WILL BE HELD ON TUESDAY, 27<sup>TH</sup> AUGUST, 2024 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY NEVILLE HOUSE, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI – 400 001 TO TRANSACT THE FOLLOWING BUSINESS:

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### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. J. C. Bham (DIN: 02806038), a Non- Executive Director who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, to offer himself for re-appointment.

### Special Business:

3. **To re-appoint Mr. Sanjive Arora (DIN: 07852459) as an Non Executive Independent Director for the Second Term.**

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

“**RESOLVED THAT** Pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 alongwith the rules made thereunder read with Schedule IV to the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or enactment thereof for the time being in force) read with Regulation 25 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019), **Mr. Sanjive Arora (DIN: 07852459)**, an existing Independent Director of the Company, who has submitted his declaration of independence under Section 149(6) of the Act, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose present term of office of five years expires on 29<sup>th</sup> August, 2024, be and is hereby re-appointed as the Non-Executive Independent Director of the Company for second term of five (5) consecutive years with effect from the conclusion of the ensuing AGM till the conclusion of the Forty Seventh AGM of the Company to be held in the year 2029, not liable to retire by rotation;

**RESOLVED FURTHER THAT** any one Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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

Sd/-

**Nikhil Kadekar  
Company Secretary**

**Date:** 22<sup>nd</sup> May, 2024

**Place:** Mumbai

**Registered Office:**

Neville House,  
J. N. Heredia Marg, Ballard Estate,  
Mumbai – 400 001

## 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 not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% 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 to attend and vote on their behalf at the Meeting. The proxy holder shall prove his identity at the time of attending the meeting.
- b. Brief resume of the Director proposed to be re-appointed (with respect to Item No. 2 and Item No. 3), nature of their expertise in functional areas, names of the Companies in which he hold Directorships and memberships/Chairmanships of Board Committees and shareholding, are mentioned in '**Annexure - I**'
- c. The Register of Members and Share Transfer Books of the Company will be closed from 21<sup>st</sup> August, 2024 to 27<sup>th</sup> August, 2024 (both days inclusive).
- 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 Limited  
(Unit: Technojet Consultants Limited)  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad, Telangana - 500 032, India.  
Toll Free No. : 1800 309 4001  
WhatsApp Number : (91) 910 009 4099  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com
- f. Members holding shares in physical form may avail themselves the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Registered Office at Neville House, J.N. Heredia Marg, Ballard Estate Mumbai – 400 001 or from its RTA at their aforesaid address.
- g. In accordance with the provision to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

- h. 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 [Technojetconsultantslimited@gmail.com](mailto:Technojetconsultantslimited@gmail.com) or by doing login at the RTA website [www.kfintech.com](http://www.kfintech.com) to register their request.

- i. 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.
- j. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- k. Members are requested to bring their copy of the Annual Report to the Meeting.

l. **The instructions for shareholders voting electronically are as under:**


1. **Voting through electronic means:**

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, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Forty second 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 electronic system or by 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 electronic system/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 Saturday, 24th August, 2024 (9.00 a.m.) and ends on Monday, 26th August, 2024 (5.00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 21<sup>st</sup> August, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting by KFin Technologies Ltd. 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 21<sup>st</sup> August, 2024 should treat this Notice for information purpose only.
- VII. The process and manner for remote e-voting is as under:
- Step 1 : Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
- Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**Details on Step 1 are mentioned below:**

I) [Login for remote e-voting for Individual Members holding equity shares in demat mode.](#)

| Type of Member  | Login Method   |
|---|--|
| <a href="#">Individual Members holding securities in demat mode with NSDL</a> | <p><b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>4. Click on company name i.e. ‘Technojet Consultants Limited’ or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the AGM.</li> </ol> <p><b>Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>4. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. Click on company name i.e Technojet Consultants Limited or e-voting service provider name i.e KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the AGM.</li> <li>8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> |
| <a href="#">Individual Members holding securities in demat mode with CDSL</a> | <p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit <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></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>   |

|  |  |
|--|--|
|  | <p><b>2. User not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Technojet Consultants Limited’ or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> |
| <p><a href="#">Individual Members login through their demat accounts / Website of Depository Participant</a></p> | <ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against Technojet Consultants Limited or KFin.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>  |

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

| <b>Login type</b>         | <b>Helpdesk details</b>  |
|---------------------------|--|
| Securities held with NSDL | Please 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.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>              |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b> |

**Details on Step 2 are mentioned below:**

**II) Login method for e-voting for Members other than Individual’s Members holding shares in demat mode and Members holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company or its RTA/ DPs, will receive an email from KFin informing them of their User-id and Password. Once the member receives the e-mail, he or she will need to go through the following steps to complete the e-voting process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In

case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
  - iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
  - v. Members would need to login again with the new credentials.
  - vi. On successful login, the system will prompt the Member to select the “EVENT” i.e., ‘Technojet Consultants Ltd. - AGM’ and click on “Submit”
  - 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, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
  - x. A Member may then cast their 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 a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with the KFinTech by sending KYC Documents prescribed under SEBI Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 at KFin Technologies Limited, Unit – Technojet Consultant Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (in case of Shares held in physical form).
  - ii. Upon updation of e-mail ID, Shareholders may send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for procuring user ID and password for e-voting.
  - iii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iv. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and

Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

- v. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**Other Instructions:**

- I. 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., 21<sup>st</sup> August, 2024 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- II. 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 i.e. 21<sup>st</sup> August, 2024.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Wednesday, 21<sup>st</sup> August, 2024 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 +91 9212993399  
  
Example for NSDL: MYEPWD<SPACE> IN12345612345678  
Example for CDSL: MYEPWD<SPACE> 1402345612345678  
Example for Physical: MYEPWD<SPACE> XXX1234567890
  - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Members may call KFin toll free number 1800 309 4001.
  - d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- IV. The Board of Directors has appointed Mr. Vaibhav Shah, Company Secretary (Membership No. ACS 26121), Proprietor of Vaibhav Shah and Company, Practicing Company Secretaries - Mumbai, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- V. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same.
- VI. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. [www.Technojet.in](http://www.Technojet.in) and that of KFin viz. <https://evoting.kfintech.com>.
- VII. KPRISM- Mobile service application by KFin:  
  
Members are requested to note that, our Registrar and Share Transfer Agents have launched a mobile application - **KPRISM** and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status , request for annual reports , change of address, change / update Bank mandate

and download standard forms. The **android mobile application** can be downloaded from Play Store by searching for “KPRSIM”. Alternatively you can also scan the QR code given below and download the android application.

Website - <https://kprism.kfintech.com/>

Play Store - <https://play.google.com/store/apps/details?id=com.karvy.kprismv3> (Android mobile application)



- VIII. 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.
- IX. 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.
- X. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.Technojet.com](http://www.Technojet.com) 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.
- XI. 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. 27<sup>th</sup> August, 2024.

**By Order of the Board of Directors  
For Technojet Consultants Limited**

**Sd/-**

**Nikhil Kadekar  
Company Secretary**

**Date:** 22<sup>nd</sup> May, 2024

**Place:** Mumbai

**Registered Office:**

Neville House,  
J. N. Heredia Marg,  
Ballard Estate,  
Mumbai – 400 001



**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to special business mentioned in the Notice.**

**Item No. 3**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder and subject to the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22<sup>nd</sup> May, 2024, re-appointed **Mr. Sanjive Arora (DIN: 07852459)** as a Non-Executive Independent Director of the Company for second term of five (5) consecutive years with effect from the conclusion of the ensuing AGM till the conclusion of the Forty Seventh AGM of the Company to be held in the year 2029 and recommended to the Members of the Company, to re-appoint him as the Non-Executive Independent Director for second term of five (5) consecutive years with effect from the conclusion of the ensuing AGM till the conclusion of the Forty Seventh AGM of the Company to be held in the year 2029, in compliance of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing his candidature for the office of Non-Executive Independent Directors of the Company.

The Company has obtained consent letter from Mr. Sanjive Arora with regards to the above and relevant declaration under Section 164 of the Companies Act, 2013 pertaining to his non-disqualification from being appointed as the Director on the Board of the Company.

The Company has also received declarations from Mr. Sanjive Arora for meeting with the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 and rules made thereunder ("Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

On the basis of above declarations, the Board is of the opinion that Mr. Sanjive Arora fulfills the required conditions specified in the Act and SEBI Regulations and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and is independent of the management.

Brief resume of Mr. Sanjive Arora and other relevant details are provided in the annexure I of the Notice.

The draft letter for the appointment setting out the terms and conditions of his appointment is available for inspection of the members at the Registered Office of the Company on all working days of the Company during business hours.

Except Mr. Sanjive Arora, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out in Item Nos. 3 of the notice for approval by the members.

**ANNEXURE – I**

**Details of the Director seeking re-appointment at the 42<sup>nd</sup> Annual General Meeting**

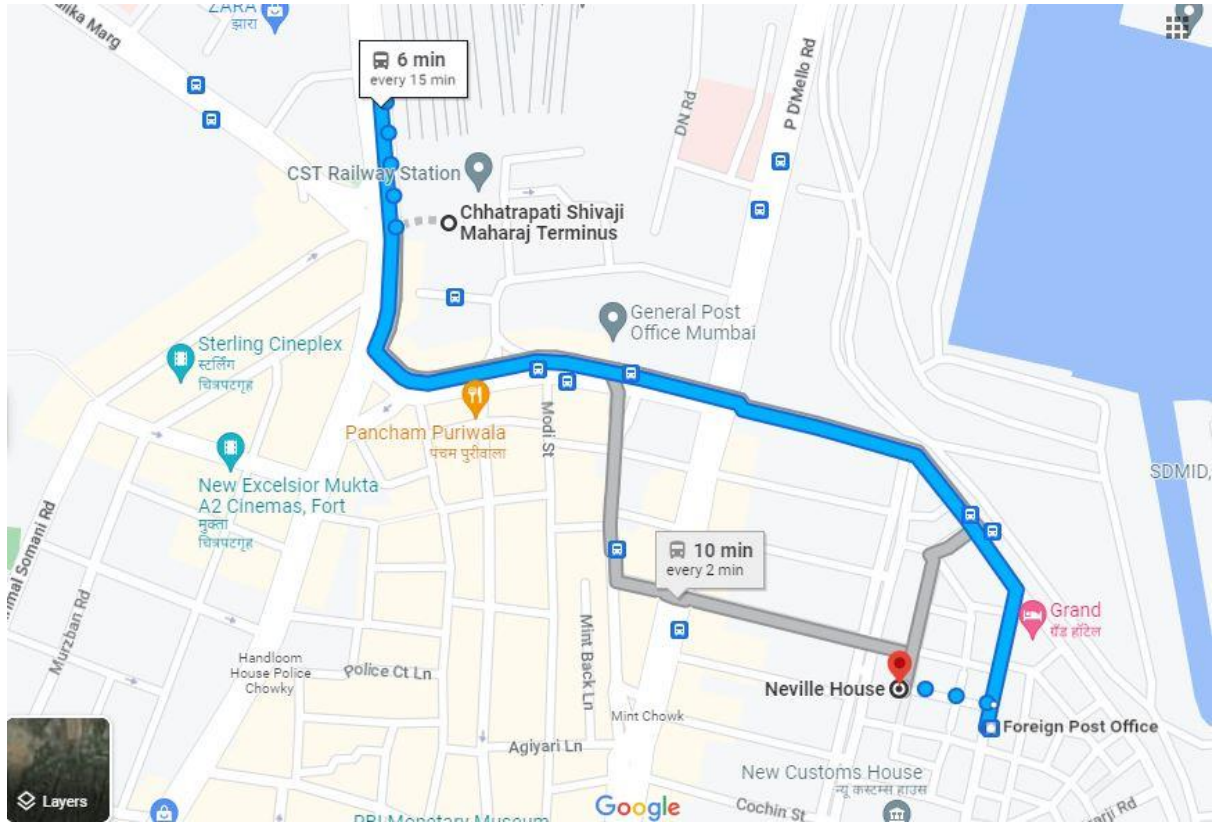
{In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

| <b>Sr. No.</b> | <b>Nature of Information</b>  | <b>Item No.2</b>  |
|----------------|---|---|
| 1              | Name of Director  | Mr. J. C. Bham  |
| 2              | Brief Profile   | <p>Mr. J.C. Bham is presently working with Wadia Group. He is a member of The Institute of Company Secretaries of India and Institute of Chartered Accountant of India.</p> <p>Mr. Bham has over 53 years of Corporate experience in various areas and majorly including conducting of Board meetings / Committee / Shareholders' meetings, Fund raising (domestic as well as international), Joint ventures and acquisitions, Meeting the compliance requirements of a listed public company, Property matters (owned &amp; lease), General insurance, and Indirect tax matters.</p> <p>Mr. Bham has been associated with the reputed organizations like The Bombay Dyeing &amp; Mfg. Co. Limited, Tata Steel Limited and Otis Elevator Company India Limited, wherein he held the position of Company Secretary and has contributed tremendously in the business activities of the Company.</p> |
| 3              | Date of Birth   | 20 <sup>th</sup> January, 1950  |
| 4              | Nationality   | Indian  |
| 5              | Date of First Appointment   | 12 <sup>th</sup> August, 2014   |
| 6              | Qualification   | CS and CA   |
| 7              | Directorship of other Boards  | Public Companies: 5<br>Private Companies: 5   |
| 8              | Chairmanship/Membership of Board Committee of the other Companies             | Nomination & Remuneration Committee Chairman:1<br>Audit Committee Member:2<br>Nomination & Remuneration Committee Member:2<br>Corporate Social Responsibility Committee: 1<br>Finance Committee Member:1  |
| 9              | Number of meetings of the Board attended during the year                      | Five  |
| 10             | Shareholding in the Company   | NIL   |
| 11             | Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any other Directors/ Key Managerial Personnel of the Company.  |

| <b>Sr. No.</b> | <b>Nature of Information</b>  | <b>Item No.2</b>  |
|----------------|---|---|
| 1              | Name of Director  | Mr. Sanjive Arora   |
| 2              | Brief Profile   | <p>Mr. Sanjive Arora is a B. Com graduate from Delhi University and a qualified Company Secretary (FCS) having a rich experience of working in corporate sector comprising of telecom and power Cables, Hospitality , Real Estate and Manufacturing segment.</p> <p>Mr. Sanjive Arora has received many accolades which included best speaker award and was also associated with cultural activities at ICSI / ROC office at Mumbai. He has an experience of more than 30 years in Corporate Laws, Secretarial, Legal and Financial matters and also handled merger and demerger activities.</p> <p>Presently Mr. Arora is heading the Secretarial Department of The Bombay Dyeing and Manufacturing Company Ltd. for last 8 years.</p> |
| 3              | Date of Birth   | 8 <sup>th</sup> June, 1963  |
| 4              | Nationality   | Indian  |
| 5              | Date of First Appointment   | 29 <sup>th</sup> August, 2019   |
| 6              | Qualification   | CS  |
| 7              | Directorship of other Boards  | Public Companies: 2<br>Private Companies: 0   |
| 8              | Chairmanship/Membership of Board Committee of the other Companies             | Nomination & Remuneration Committee Chairman:2<br>Audit Committee Chairman:2  |
| 9              | Number of meetings of the Board attended during the year                      | Five  |
| 10             | Shareholding in the Company   | NIL   |
| 11             | Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any other Directors/ Key Managerial Personnel of the Company.  |

## ROUTE MAP

Venue – Neville House, J. N. Heredia Marg, Ballard Estate  
Mumbai - 400 001



Landmark : Near SBI Ballard Estate Branch

Distance from CSMT Railway Station is 1000m and from Churchgate Railway station is 2000m.