

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of SATYAM SILK MILLS LIMITED (CIN: L17110MH2004PTC030725), will be held on Monday on 15th May, 2023 at 2.00 p.m. at the registered office of the Company at 82 Maker Chambers III, Nariman Point Mumbai City MH 400021, to transact the following business:

1. **Appointment of Mr. ROHITKUMAR MISHRA (DIN: 09515492) as a Director .**

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 section 152, 160 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, **Mr. Rohitkumar Mishra (DIN: 09515492)**, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

2. **Appointment of Mr. ROHITKUMAR MISHRA(DIN: 09515492) as WholeTime Director and Fixing his Remuneration**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, subject to approval of the Central Government / Regional Director, if any, and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the members be and is hereby sanctioned and accorded for appointment of Mr. Rohitkumar Mishra (DIN: 09515492), as the Whole-Time Director of the Company for the period of five years, with effect from 16.02.2023 to 15.02.2028, on at a remuneration in a range of Rs. 12,00,000/- per annum to Rs. 18,00,000/- per annum (inclusive of all perquisites and allowances) with a power to the Board of Directors to increase remuneration upto 25% of the last drawn remuneration every year (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and to alter the terms and conditions

of appointment and remuneration in such manner as may be mutually agreed between the Board of Directors and Mr. Rohitkumar Mishra.

RESOLVED FURTHER THAT remuneration as proposed above shall be payable for a period of 3 years with effect from 16.02.2023 to 15.02.2026 and fresh approval of the members for the payment of remuneration may be obtained for remaining tenure of the appointment.”

RESOLVED FURTHER THAT the terms of remuneration 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 Whole Time Director of the Company, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT contribution to provident fund, superannuation fund or annuity fund and gratuity as may be payable under the provisions of the relevant acts and to the extent exempt under Income Tax Act and encashment of leave at the end of tenure shall not be computed in the aforesaid ceiling for perquisites and allowances.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents, instruments and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

3. Appointment of Mr. Pratik Parag Parekh (DIN: 06799390) as Independent Director of the Company.

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

“RESOLVED THAT Mr. Pratik Parag Parekh (holding DIN 06799390), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19.04.2023 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 63 of the Articles of Association (AOA) of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pratik Parekh as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for five consecutive years upto 18.04.2028 pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to

sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

By Order of the Board

For SATYAM SILK MILLS LIMITED

Sd/-
ROHITKUMAR MISHRA
WHOLE TIME DIRECTOR

DIN: 09515492

Place: Mumbai
Date: 19TH April, 2023

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the Meeting is annexed hereto.
3. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
4. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed/ reappointed at the meeting is enclosed.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.



6. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
7. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to M/s. Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083.
8. Nomination facility: Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to RTA. The prescribed Form can be obtained from RTA. Members holding shares in electronic form may contact their Depository Participants for availing this facility.
9. Transfer of shares permitted in demat form only: In terms of Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all shareholders holding shares in physical form are requested to demat their shares at the earliest.
10. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / RTA. Members holding shares in physical form can submit the same to the Company / RTA and members holding shares in electronic form to their Depository Participants.
11. In compliance with provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is providing members the facility to cast their vote by electronic means. The detailed instructions for e-voting are annexed to this Notice.
12. Members may also note that the Notice of the Extra Ordinary General Meeting and the Explanatory statement will be available on the Company's website www.satyamsilkmill.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.
13. In view of the COVID-19 pandemic, we have made arrangement of social distancing and members are requested to wear the mask while entering the venue for Annual General Meeting and maintain social distancing.

**EVOTING****INSTRUCTIONS:**

Instructions for E-Voting and joining the Annual General Meeting online are as follows:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company scheduled to be held on Monday, 15th May, 2023. The Company has appointed Mr. Hitesh Gupta, Company Secretaries, as the Scrutinizer for conducting the remote e- voting process and e-voting during the EGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 20th April, 2023.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or voting at the AGM may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: rajiv.ranjan@linkintime.co.in or contact at 022-49186000.

The remote e-voting period will commence on 12th May, 2023 at 9.00 a.m. (IST) and ends on 14th May, 2023 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th May, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited ("Link Intime") for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

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".

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

Remote e-Voting Instructions for shareholders:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered



	<p>Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.



	<p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & E-voting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & E-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

FOR ATTENTION OF

SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. satyamsilkmill@gmail.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company i.e. satyamsilkmill@gmail.com.

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.



4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.

5. The Company has created an Email Id. 'satyamsilkmill@gmail.com', which is being used exclusively for the purpose of redressing the complaints of the investors.

6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

7. The Notice of AGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at registered office of the Company on any working day except holidays.

8. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e- Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM, i.e. 15th May, 2023.

9. Members who wish to inspect the documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to satyamsilkmill@gmail.com.

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

Item No. 1&2 : Appointment of Mr. Rohitkumar Mishra (DIN: 09515492) as Director and WholeTime Director and Fixing his Remuneration

On the recommendation of Nomination and Remuneration committee, the Board of directors at their meeting held on 16.02.2023 appointed Mr. Rohitkumar Mishra (DIN: 09515492) as the Additional Director of the Company for the period of five years, with effect from 16.02.2023. In terms of the provisions of Section 161(1) of the Act, Mr. Rohitkumar Mishra would hold office only up to the date of the ensuing Extra ordinary General Meeting.

Mr. Rohitkumar Mishra aged 35 years, is a commerce Graduate by Profession and having rich experience of the various industries and taxation.

The Board considers that keeping in view wide range of experience of Mr. Rohitkumar Mishra, his appointment with the Company would be guide to the Board and benefit to the Company and it is desirable to avail his service as a Wholetime Director. The proposed appointment of Mr. Rohitkumar Mishra is in the category of 'Non independent and Executive'.

The appointment of Mr. Rohitkumar Mishra is appropriate and in the best interest of the Company. Mr. Rohitkumar Mishra has submitted declaration with the Company that he fulfills the criteria stated in Part I of Schedule V to the Act. The Nomination & Remuneration and Board has recommended the appointment of Mr. Rohitkumar Mishra as a Whole Time Director for the period of Five years and payment of remuneration for the period of Three years as mentioned in the resolution.

The Company has received from Mr. Rohitkumar Mishra, the consent to act as a director, necessary disclosures, notice for candidature, confirmation etc. in relation to the aforesaid appointment pursuant to the applicable provisions of the Companies Act 2013 and Rules thereunder.

Mr. Rohitkumar Mishra is not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Companies Act 2013.

His directorships, Committee positions and shareholding are given below.

A copy of draft letter pertaining to his appointment is kept open for inspection of members at the registered office of the Company on any working day of the Company between 11.00 a.m. to 1.00 p.m. upto the date of this Extra Ordinary General Meeting.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at item number 1 & special resolution at item number 2 of the accompanying Notice for approval by the Members of the Company.

Mr. Rohitkumar Mishra being appointee is interested in the resolutions set out in the Notice with regard to his appointment. The appointee and his relatives may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Except as mentioned above, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Information pursuant to Schedule V of the Companies Act, 2013

GENERAL INFORMATION:

- 1) Nature of industry – REAL ESTATE
- 2) Financial performance based on given indicators –

	(Rs. in Lakhs)	
	2021-22	2020-21
Revenue from operations	--	0.51
Other Income	840.06	2.57
Total revenue	840.06	3.08
EBIDTA	797.87	(29.07)
EBIDTA Margin (%)		
Finance Costs	--	--
Depreciation and amortization expense	0.01	0.01
Profit before tax	797.86	(29.08)
Current Tax	98.76	--
Deferred tax	15.88	3.78
Profit after tax	683.22	(32.86)
Other comprehensive income for the year, net of tax	291.82	393.36
Total comprehensive income for the year	975.04	360.51
Earning per share (Basic)	92.96	(4.47)
Earning per share (Diluted)	92.96	(4.47)



INFORMATION ABOUT THE APPOINTEE:

1) Background details:

Mr. Rohitkumar Mishra was appointed as a whole time director with effect from 16th February 2023. He looks after entire operation of the Company.

2) Past Remuneration:

Rs.12,00,000/- per annum inclusive of all perquisites and allowances.

3) Job profile and his suitability:

Job profile: He is responsible for the overall operations and the affairs of the Company including expansion under the supervision of the Board of directors.

Suitability: He is B.Com from University of Mumbai, Inter CA and has experience in the field of Finance and Accounts. He is now Whole Time Director and looks out entire operation of the Company.

4) Remuneration proposed:

In a range of Rs. 12,00,000/- per annum to Rs. 18,00,000/- per annum computed in the manner laid down under Section 198 of the Companies Act, 2013 except that the remuneration of the directors shall not be deducted from the gross profits with a power to the Board of Directors to increase remuneration upto 25% of the last drawn remuneration every year with effect from 1st April of the financial year commencing from the financial year 2023.

Remuneration as proposed above shall be payable for a period of 3 years with effect from 16.02.2023 to 15.02.2026 and fresh approval of the members for the payment of remuneration may be obtained for remaining tenure of the appointment."

Minimum Remuneration: In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Rohitkumar Mishra, Wholetime Director shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above, subject to such other approvals as may be necessary.

5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the background, competence and experience of Mr. Rohitkumar Mishra and compared to the remuneration packages of similarly placed personnel of other corporate bodies in the country, the terms of their remuneration as set out in the Resolution are considered to be fair, just and reasonable

6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

He is not related directly or indirectly with the managerial personnel. He does not hold any equity shares of the Company.

OTHER INFORMATION:

i. Reason of loss or inadequate profits

The Company has posted a net profit after tax (as per Section 198) of Rs. 683.22 Lakhs during the year ended 31st March 2022.

ii. Steps taken for improvement

The Company is expanding its capacity, by way of purchasing flats, villas and commercial spaces as part of our inventories and renovate / reconstruct them and to sell them which are made to for improvement in the turnover and profitability of the Company.

iii. Expected increase in productivity and profits in measurable terms

In view of expansion undertaken by the Company, the Company expects to increase in its inventories which may lead to increase in margin of profits. The Company has also undertaken cost optimization initiatives which benefits will crystalized in coming years.

iv. Directorship in other companies:

He is director in Prime Wovens Pvt. Pvt Ltd, Dotson Steel Pvt. Ltd, Mrinalini Trading Co Private Limited, Chinchwad Yatayat Private Limited, Richmond Traders Private Limited.

Membership/Chairmanship of committees in other Companies:

Sr. No.	Name of the Company	Name of Committee	Member / Chairman
1.	NIL		

7 board meetings were conducted during the year ended March 2023 and Mr. Rohitkumar Mishra has attended 2 meetings after his appointment.

Item No. 3 : Appointment of Mr. Pratik Parag Parekh (DIN: 06799390) as Independent Director of the Company.

The Board of Directors by passing a resolution on 19.04.2023 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Pratik Parag Parekh (DIN: 06799390) as an Additional Independent Director for a term of five years with effect from 19.04.2023 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Pratik Parag Parekh (DIN: 06799390), as an Independent Director for a term of five years commencing from



19.04.2023. Further, Mr. Pratik Parag shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief profile of Mr. Pratik Parag Parekh : Mr. Pratik Parag Parikh is 32 years old and he is CFA by profession and has experience of more than 8 years in the Corporate and Financial Matter.

Mr. Pratik Parag Parekh has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Pratik Parag Parekh fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Pratik Parag Parekh for his appointment to the office of Independent Director.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Pratik Parag Parekh has been provided in a separate section of this Notice.

Mr. Pratik Parag Parekh does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Pratik Parag Parekh and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution at Item No. 2 for approval of the members.

Details of the Directors proposed to be re-appointed at the AGM

(Pursuant to Regulation 26 (4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2))

Particulars	Mr. Rohitkumar Mishra	Mr. Pratik Parag Parekh
DIN	09515492	06799390
Category of Director	Executive, Wholetime Director	Non Executive, Independent Director
Age	35 years	32 years
Date of appointment	16.02.2023	19.04.2023
Brief Resume (including profile, qualification, experience and expertise in specific functional areas)	He is B.Com and Inter CA with experience of more then 7 years in Accounts and Taxation matters.	He is CFA with experience of more then 8 years in the field of Corporate and Financial matters.
Shareholding in the Company (as on the date of the Notice of AGM)	Nil	Nil
Relationship with other Director/ Key Managerial Personnel of the Company	None	None
Listed entities from which the Director has resigned in the past three years	NIL	Nil
No. of Board Meetings attended	3 (Three)	1 (One)
Directorships held in other companies (including the Company as on the date of the Notice of AGM)	<ul style="list-style-type: none"> • Prime Wovens Pvt Ltd. • Dotson Steel Pvt Ltd • Mrinalini Trading Co Pvt Ltd. • Chinchwad Yatayat Pvt Ltd • Richmond Traders Pvt Ltd 	<ul style="list-style-type: none"> • Navnirman Real Estate Pvt Ltd • LA Artique Pvt Limited
Companies in which Director is Chairman/Member* of the Committee of the Board (as on the date of the Notice of AGM)	*None	None
Terms and conditions of re-appointment	As mentioned in the Explanatory statement attached to the Notice.	As mentioned in the Explanatory statement attached to the Notice

***Note:** For the purpose of counting membership in Board Committee, Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.

ROUTE MAP OF THE VENUE

