

Notice is hereby given that the 50<sup>th</sup> Annual General Meeting (AGM) of the Members of Denim Developers Limited will be held on Monday, the 30<sup>th</sup> day of November, 2020 at 12 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March, 2020 and Statement of Profit & Loss, Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rajesh Kumar Patil, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit to pass the following resolutions, with or without modification, as a Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Laxmi Pant, who was appointed as an Additional Director on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the company for a fixed term of five (5) years, and she is not liable to retire by rotation."

4. To consider and if thought fit to pass the following resolutions, with or without modification, as a Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Articles of Association of the Company and with recommendation of the Nomination and Remuneration Committee and Board of Director, consent of the members of the company be and is hereby accorded to appoint Ms. Jaya Singh Rathod as Non-executive Chairperson of the company for a term of 5 years, and she is liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation by the Hon'ble Regional Director (Eastern Region), Ministry of Corporate Affairs, Government of India, the registered office of the company be shifted from the state of West Bengal to the state of Rajasthan.

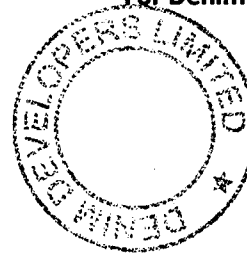
**RESOLVED FURTHER THAT** the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

II. The Registered Office of the Company will be situated in the State of Rajasthan.

**RESOLVED FURTHER THAT** on obtaining the confirmation from the Regional Director, the Registered Office of the company be shifted from the state of West Bengal to the state of Rajasthan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take suitable action to make a application to the Regional Director (Eastern Region), Ministry of Corporate Affairs, Government of India, Kolkata for confirmation of shifting of Registered office from the state of West Bengal to the state of Rajasthan and to file all the necessary forms and documents with the Registrar of Companies, Kolkata and Registrar of Companies, Rajasthan and to authorize any person in this matter to do all such acts, deeds and things as may be required in this regard."

By Order Of The Board  
For Denim Developers Limited



*Komal Mundra*  
(Komal Mundra)  
Company Secretary

Date: 3<sup>rd</sup> November, 2020  
Place: Kota

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to all members.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112

and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. The Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited at [www.msei.in](http://www.msei.in) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Corporate Members (i.e. other than individual / HUF, NRI etc.) attending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e – voting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from November 24, 2020 to November 30, 2020, both days inclusive.
10. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately.
11. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
15. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the Company may send notice of general meeting, directors' report, auditors' report, audited Financial Statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address

with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The Annual Report of the Company for the Financial Year 2019-20, circulated to the members of the Company, is also uploaded on the Company's website [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com).
18. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:
- by electronic mode to such Members whose shares are held in dematerialized form and whose email Ids are registered with Depository for communication purposes;
  - where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
  - by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

- Our RTA: for the Shares held in physical form and
- Your respective Depository Participants: for the Shares held in dematerialized form.

19. The Company has decided to e-mail Annual Report through electronic mode to all the shareholders whose e-mail addresses has been registered/updated in the record of Company/ Registrar/ Depositories pursuant to the 'Green Initiative in Corporate Governance' initiated by The Ministry of Corporate Affairs, Government of India vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively. Further, in support to this green initiative, the company has already sent a communication to all the shareholders that various documents/ notices meant for them will be sent electronically on their e-mail addresses as obtained from the Depositories/ other sources, unless specifically requested to be sent in physical form. The members who have not registered / updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold their shares in physical form and who are desirous of receiving the communication/ documents in electronic form are requested to promptly register their e-mail addresses with the Registrar or the Company giving reference of their Folio Number.

20. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is as follows:

Name of Director	<b>Ms. Laxmi Pant</b>	<b>Ms. Jaya Singh Rathod</b>
Designation	Non-Executive Independent Director	Non-executive Chairperson
Date of Birth	12/12/1985	21/01/1990
Date of Appointment	21/01/2020	02/11/2019
Experience in Specific functional areas	Human Resource and Administration - 13 Years	Real estate – 8 Years

Details of shares held in the Company	50	50
List of companies in which Directorships held as on 31.03.2020	<ul style="list-style-type: none"> <li>- Glaze Corporate Services Private Limited</li> <li>- Hadoti Punji Vikas Limited</li> <li>- Industrial Tubes Manufacturers Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Goodwin Wealth Consultancy Private Limited</li> <li>- Radix Constructions Private Limited</li> <li>- Regent Infratech Private Limited</li> <li>- Vivid Realestate Private Limited</li> <li>- Wishmore Investsmart Consultancy Private Limited</li> </ul>
Chairman/Member of the Committees (Other than Denim Developers Ltd.) in which she is a Director as on 31.03.2020	<ul style="list-style-type: none"> <li>- Member – Audit Committee ( Hadoti Punji Vikas Limited)</li> <li>- Member – Nomination and Remuneration Committee ( Hadoti Punji Vikas Limited)</li> </ul>	No
Relationship with other directors	No	No

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:
  - (a) The voting period begins on 27<sup>th</sup> Day of November, 2020 at 9.00 A.M. IST and will end on 29<sup>th</sup> September, 2020 at 5.00 PM. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of the 23<sup>rd</sup> day of November, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (c) Click on "Shareholders" tab.
  - (d) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (e) Now Enter your User ID
    - a). For CDSL: 16 digits beneficiary ID,
    - b). For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c). Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:
- (i) For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as PAN physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank detail	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (j) After entering these details appropriately, click on "SUBMIT" tab.
- (k) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (l) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (m) Click on the EVSN for the relevant on which you choose to vote.
- (n) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (p) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (r) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (s) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (t) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [info@denim.org.in](mailto:info@denim.org.in)
- (v) The Board of Directors has appointed M/s Jain Saloni & Company, Practicing Company Secretary, as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- (w) The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange Limited and the Metropolitan Stock Exchange of India Limited.
- (x) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com) and on the website of CDSL immediately. The Company shall simultaneously forward the results to the Calcutta Stock Exchange Limited and the Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account

statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / i-Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:**

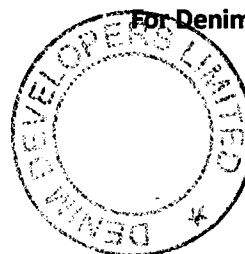
1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

**NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**



1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@cpil.in](mailto:investors@cpil.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022- 23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order Of The Board  
For Denim Developers Limited



  
(Komal Mundra)  
Company Secretary

Date: 3<sup>rd</sup> November, 2020  
Place: Kota

**EXPLANATORY STATEMENT PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

The Board of Directors of the Company at its meeting held on 21.01.2020 appointed Ms. Laxmi Pant as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 to hold the office up to the conclusion of this Annual General Meeting.

However, In respect of whom a Notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Ms. Laxmi Pant for the Directorship of the company. Keeping in view her rich experience and knowledge it would be in the interest of the Company to induct Ms. Laxmi Pant, as a Non-Executive Independent Director of the Company, not liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company. Hence, this resolution is placed before the members for their consideration and if thought fit to pass as an ordinary resolution.

None of the Directors is concerned or interested except the director as mentioned in the resolution.

**Item No. 4**

The Board of Directors of the Company at its meeting held on 02.11.2019 appointed Ms. Jaya Singh Rathod as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 to hold the office up to the conclusion of this Annual General Meeting.

However, In respect of whom a Notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Ms. Jaya Singh Rathod for the Directorship of the company. Keeping in view her rich experience and knowledge it would be in the interest of the Company to induct Ms. Jaya Singh Rathod, as a Non-Executive Chairperson of the Company, liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company. Hence, this resolution is placed before the members for their consideration and if thought fit to pass as an ordinary resolution.

None of the Directors is concerned or interested except the director as mentioned in the resolution.

**Item No. 5**

The company was initially incorporated in the state of West Bengal and since incorporation operating its business activities from its registered office situated at Kolkata. However, it is foreseen by the Management of the company that in near future the company's business is likely to grow in Rajasthan and accordingly the company wish to focus more in the State of Rajasthan. The Directors of the company also resides and works mainly in Rajasthan. Having regard to these factors, your Directors think it appropriate to shift the Registered Office from its existing location in the state of West Bengal to the state of Rajasthan.

With respect to shifting of Registered Office from one State to another state, Section 13 of the Companies Act, 2013 read with rule 30 of Companies (Incorporation) Rules, 2014 stipulates that it must be done with the approval of Members by passing a special resolution at a general meeting of the company and then confirmation of the Regional Director should be obtained. Hence, this resolution is placed before the members for their consideration and if thought fit to pass as a special resolution, with or without modification.

None of the Directors are interested in the resolution.