



Date: 16-08-2024

**The Listing Department
Metropolitan Stock Exchange of India Ltd
Vibavor Towers, 5th Floor, 501
Plot No. C-62, opp. Trident Hotel
Bandra Kurla Complex, Bandra (East)
Mumbai-400098**

Symbol: PKLEASING

Ref: Regulation 42(2), 42(3), 42(4) & 42(5) of SEBI (LODR) Regulations 2015

Sub: Addendum to the Notice of 32nd AGM

Dear Sir,

In continuation to our letter (uploaded in My listing) dated 13th August, 2024 regarding the 32nd **Annual General Meeting** ('AGM') of the Members of P.K.Leasing & Finance Ltd, this is to inform you that there is some changes in Special Business in **AGM NOTICE** as details appended below:-

SPECIAL BUSINESS

Item No.3 Appointment of Mr Pravin Kumar Chhajjer (DIN: 06791087) as an Independent Director
To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr Parvin Kumar Chajjer, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, till the conclusion of AGM to be held in the year 2029 and who would not be liable to retire by rotation, be and is hereby approved.

Item No.4 Appointment of Mr Arani Guha (DIN: 05134269) as an Independent Director
To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr Arani Guha, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, till the conclusion of AGM to be held in the year 2029 and who would not be liable to retire by rotation, be and is hereby approved.

The Addendum to the Notice of 32nd AGM is enclosed herewith.

Please also note that there is no change in AGM DATE/BOOK CLOSURE/CUT OFF DATE/EVOTING DATE & VOTING RESULT.

- (1) The 32nd Annual General Meeting of the Company shall be conducted through Video Conferencing ("VC") and will be held on **Wednesday, 18th Sep, 2024 at 10 AM**
- (2) Book Closure: - **Thursday, 12th Sep, 2024 to Wednesday, 18th Sep, 2024 (Both Days inclusive).**
- (3) Cut-off date of eligible shareholders for voting: - **Wednesday, 11th Sep, 2024**
- (4) Last date of dispatch/ Emailing of Notice & Annual Report: **Saturday, 24th Aug, 2024**
- (5) E-voting start/end date & time: - **Sunday, 15th Sep, 2024 at 9 AM to Tuesday, 17th Sep, 2024 till 5 PM**
- (6) Voting Result date & time: - **Friday, 20th Sept, 2024 at 12 AM**

Thanking you,
Yours faithfully
For P. K. LEASING & FINANCE LTD

ANIL KUMAR AGARWAL
(MANAGING DIRECTOR)
DIN: 00315722

Encl: Addendum to the Notice of 32nd AGM

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that **32nd Annual General Meeting** of members of P.K. Leasing & Finance Limited will be held on **Wednesday, 18th September 2024 at 10:00 a.m. through Video Conferencing ('VC')/ other Audio-visual means ('OAVM')** to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1-Adoption of financial Statements for the financial year ended 31st March 2024:

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Statement of Profit & Loss, Cash Flow Statements and other financial Reports) of the company for the financial year ended March 31, 2024 and the report of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2-Retirement by Rotation of Director:

To appoint a director in the place of Mr. Anil Kumar Agarwal (DIN-00315722) who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

Item No.3 Appointment of Mr Pravin Kumar Chhajer (DIN: 06791087) as an Independent Director
To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr Parvin Kumar Chajjer, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, till the conclusion of AGM to be held in the year 2029 and who would not be liable to retire by rotation, be and is hereby approved.

Item No.4 Appointment of Mr Arani Guha (DIN: 05134269) as an Independent Director
To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr Arani Guha, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, till the conclusion of AGM to be held in the year 2029 and who would not be liable to retire by rotation, be and is hereby approved.

**By order of the Board
For P.K.LEASING & FINANCE LTD**

**Anil Kumar Agarwal
Managing Director
DIN: 00315722**

**Place: Kolkata
Date: 12.08.2024**

**Add: P-36, India Exchange Place,
4th Floor, Kolkata-700001**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has *vide* its General Circular dated May 5, 2022 read with General Circulars dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 ('MCA Circulars') permitted holding of the AGM through VC/OAVM for Calendar Year 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mseema8@gmail.com
4. The Members can join the Annual General Meeting in the VC/OAVM mode 30 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 Annual General Meeting through VC/OAVM will be made available for at least 150 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **12th September, 2024 to 18th September 2024**.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed company's shares can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.

7. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.
9. 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 are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, 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 at the AGM.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.pkleasing.in and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at www.msei.in and on the website of CDSL.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
15. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 4 set out above and the relevant details of the Directors seeking appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment
16. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONICS MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **Sunday, September 15, 2024 (9:00 a.m. IST) and ends on Tuesday, September 17, 2024 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Wednesday, September 11, 2024** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

3. The Board of Directors has appointed **Ms. Seema Manglunia (Membership No. FCS 9390) of Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending request at anilpklf@gmail.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 anilpklf@gmail.com. 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 anilpklf@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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.

Login method for CDSL e-Voting and joining virtual meetings:

Type of Shareholders	Login Method (Please refer the detailed e-Voting instruction mentioned in the Notice)
Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.	<p><u>Login access through CDSL Depository system</u></p> <p>CDSL EASI/EASIEST USERS: https://web.cdslindia.com/myeasitoken/Home/Login</p> <p>NON EASI/EASIEST USERS: https://evoting.cdslindia.com/Evoting/EvotingLogin If You have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com</p>
Shareholders who are holding shares in "Physical Form" and "Non- Individual Shareholders holding shares in Demat form".	<p><u>Login access through respective evoting service providers (ESPs) system</u></p> <p>If You have any queries or issues regarding Login access through evoting service providers (ESPs) system, you need to contact respective ESPs.</p>

Please refer the Notice for detailed instructions for e-Voting and joining the AGM.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the detailed login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.

1. Users who have already opted for CDSL Easi / Easiest facility, can login through their existing 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/myeasinew/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
2. Alternatively, the user can directly access e-Voting page by providing Demat Account Number (BUID) and PAN No. from a e-Voting Tab available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
3. After successful login, user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

If You have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Login method for NSDL e-Voting and joining virtual meetings:

1. Individual Shareholders holding securities in demat mode with NSDL
 - a. Existing IDEAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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

b. If you are 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>

c. Visit the e-Voting 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-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.

d. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



2. Individual Shareholders holding securities in demat mode with CDSL

e. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

f. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

g. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

h. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL 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.
4. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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 022-23058542-43

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

ITEM NO.3

Mr Pravin Kumar Chhajer has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr Pravin Kumar Chhajer is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Pravin Kumar Chhajer on the Board of the Company and accordingly the Board recommends the appointment of Mr Pravin Kumar Chhajer as an Independent Director as proposed in the Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members. The profile and specific areas of expertise of Mr Pravin Kumar Chhajer are provided as Annexure to this Notice. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Except for Mr Pravin Kumar Chhajer and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution

ITEM NO.4

Mr Arani Guha has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr Arani Guha is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Arani Guha on the Board of the Company and accordingly the Board recommends the appointment of Mr Arani Guha as an Independent Director as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. The profile and specific areas of expertise of Mr Arani Guha are provided as Annexure to this Notice. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Except for Mr Arani Guha and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution

(Annexure to Item No 2 of the Notice)

Brief Profile of the Directors seeking re-appointment in the 32nd Annual General Meeting on 18th September, 2024

Name of Director	Sri Anil Kumar Agarwal
Director Identification Number	DIN-00315722
Date of Birth	27 th July 1974
Date of First Appointment	24 th May 2000
Educational Qualification	BCOM
Expertise/Experience in specific functional areas	Business and Corporate Advisory, Taxation and NBFC financial activities
Chairmanship/Membership of Committees in this Company	Member in Stakeholders Relationship Committee and Audit Committee
Present Status of directorship in this Company	Managing Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March 2024	11600 Shares (0.373%)
Seeking appointment/re-appointment	Retire by rotation and Seeking re-appointment
Rotational Status	Retire by Rotation

Brief resume of Mr. Anil Kumar Agarwal

Mr. Anil Kumar Agarwal (DIN-**00315722**) is a non-Executive director of the company pursuant to the provisions of section 149 (1) of the companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modifications or reenactments thereof for the time being in force read with Chapter XI to the Companies Act, 2013

(Annexure to Item No 3 & 4 of the Notice)

BRIEF PROFILE OF INDEPENDENT DIRECTOR, TERMS AND CONDITIONS OF APPOINTMENT

Mr Pravin Kumar Chhajer's appointment as a Non-executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mr Pravin Kumar Chhajer is a distinguished Company Secretaries (CS) with over 14 years of experience in the field of finance, auditing, taxation and corporate governance. He is known for his strategic vision and meticulous attention to detail

Terms and Conditions of Appointment: -

Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. - Appointment is for the five-year - Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

Duties: - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013

Expectation of the Board from the appointed directors. As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance

Code of Business Ethics: - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.

Remuneration: - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations

Directorship in Companies: KANAK TRADERS LIMITED

BRIEF PROFILE OF INDEPENDENT DIRECTOR, TERMS AND CONDITIONS OF APPOINTMENT

Mr Arani Guha's appointment as a Non executive Independent Director is recommended to shareholders at the ensuing annual general meeting of the company. Mr Arani Guha is a distinguished Company Secretaries (CS) with over 14 years of experience in the field of finance, auditing, taxation and corporate governance. He is known for his strategic vision and meticulous attention to detail

Terms and Conditions of Appointment Terms of Appointment: -

Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. - Appointment is for the five-year - Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

Duties: - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013

Expectation of the Board from the appointed directors. As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance

Code of Business Ethics: - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.

Remuneration: - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations

Directorship in Companies: as below:

CIN/LLPIN

ABC-0221

AAG-6490

AAC-6026

LLP Name

Consultpreneurs LLP

CONCINNIS CORPORATE SOLUTIONS LLP

STARCORP SOLUTIONS LLP

Designation

Designated Partner

Partner

Designated Partner

CIN/FCRN

U74999WB2018PLC224352

U31501WB2009PLC132426

L24235MH1996PLC057150

U63090WB2020PTC235953

U63040WB2016PTC215546

L65999WB1993PLC060888

L65999WB1992PLC055265

U25201WB1984PLC038273

U74900WB2012NPL187443

Company Name

KOPYBRIGHT INDIA LIMITED

VISHVA ELECTROTECH LIMITED

SHYAMA COMPUTRONICS AND SERVICES LIMITED

THOUGHTBOX CONSULTANTS PRIVATE LIMITED

TRANSONIC IDEAS PRIVATE LIMITED

EXIM FINANCE LTD

INTER GLOBE FINANCE LTD

PRATAP SYNTHETICS LIMITED

CORPWIZ PROFESSIONALS

Designation

Additional Director

Director

Director

Director

Director

Director

Director

Director

Director