



NOTICE

Notice is hereby given that the Thirty-First (31st) Annual General Meeting of the Members of the Company will be held on Friday, September 29, 2023 at 9:00 a.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 at March 31, 2023 and the Profit & Loss Account for the year ended as on that date and the Reports of Auditors and Directors thereon.
2. To re-appoint Mr. Rajendra Virupaksha Kulkarni, Director who retires by rotation and being eligible, has offered himself for reappointment

SPECIAL BUSINESS:

To approve the appointment of directorship of Mrs. Geeta Singh (DIN: 10269520) as Woman & Independent Director of the Company and for the purpose, to pass with or without modification the following resolution, which will be proposed as Special Resolution:

3. RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Geeta Singh (DIN 10269520) who, upon recommendations of the Nomination & Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from August 28, 2023 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member

under Section 160 of the Act proposing her candidature to the office of Director, be and is hereby appointed as Woman & Independent Director of the Company not liable to retire by rotation, for the period of five years until August 27, 2028."

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS.

"RESOLVED THAT pursuant to the provisions of Regulation 2(1) (zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, for the following arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) to be entered into by the Company for the financial year 2023-24 "



Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year

S. No	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year
1.	Mr. Gokul Naresh Tandan	Chairman and Managing Director	Receipt of Unsecured Loan from him and payment of Interest thereon	2 Crore

By Order of the Board of Directors
Sd/-
Gokul Tandan
Managing Director
Dated: 28 August, 2023

NOTES:

1. In view of the continuing Covid-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2022 read with circulars dated April 8, 2022 and April 13, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 3 and 4 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
3. 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Sanjeev Kumar Jha, Practicing Company Secretary (FCS No. 8690, CP No. 9870) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cssanjeevjha@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2023 to September 29, 2023 (both days inclusive).

9. Members are requested to kindly notify the change of address, if any to the Company/ the Registrar / Depository Participant.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2022, 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/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.virtsoft.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
11. The Company has appointed Mr. Sanjeev Kumar Jha, Practicing Company Secretary holding CP No: 9870 as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
12. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
13. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, at email id athar@virtsoft.com at least one week before the meeting.
14. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
16. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2022, the Annual Report including audited financial statements for the financial year 2023 including notice of 31st AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio number, Name of the 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

18. Voting through electronic means:

- (1) In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members.
- (2) The remote e-voting period begins on Tuesday, September, 26, 2023 at 9:00 A.M. and ends on Thursday, September, 28, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023.



Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website of NSDL [http://www.evoting.nsdl.com /](http://www.evoting.nsdl.com/).
- (ii) Click on “Shareholders” module.
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

PAN	<p>For Shareholders holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Virtualsoft Systems Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.



(xvii) 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.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evoting.nsdl.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-email..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download
Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you ne to download the webex meet app from the respective play store .

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

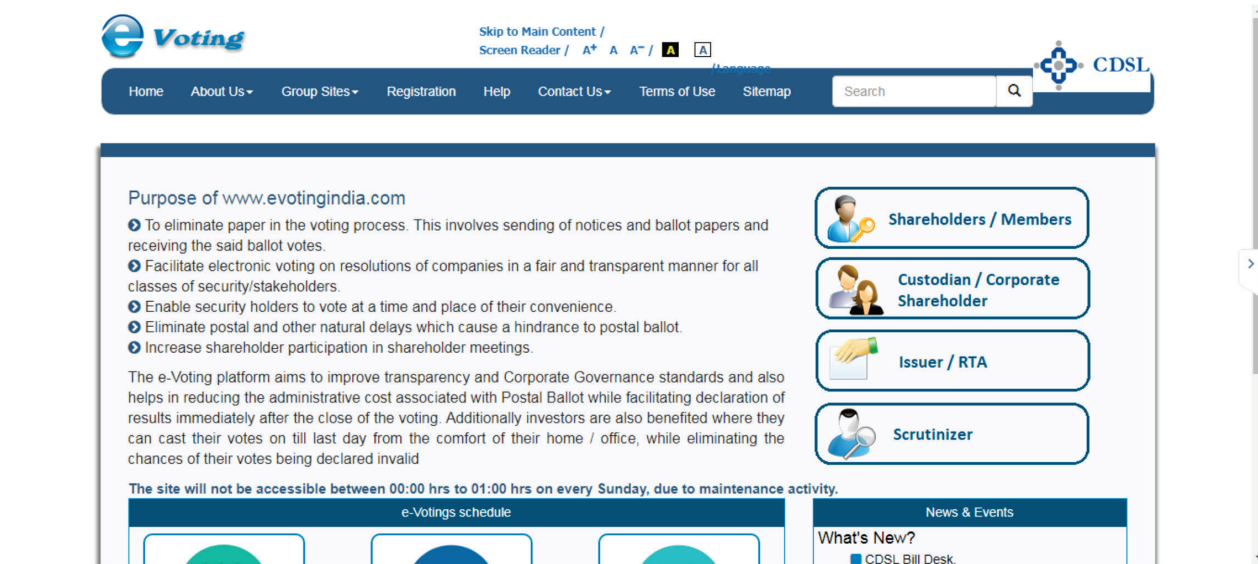
1. System requirement:
 - Windows 7, 8 or 10
 - I3
 - Microphone, speaker
 - Internet speed minimum 700 kbps
 - Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- Please download webex application from play store
NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website [http://www.evoting.nsdl.com /](http://www.evoting.nsdl.com/).
Below screen will be appear.



e Voting Skip to Main Content / Screen Reader / A+ A A- / [A] [A]

Home About Us Group Sites Registration Help Contact Us Terms of Use Sitemap

Purpose of www.evotingindia.com

- To eliminate paper in the voting process. This involves sending of notices and ballot papers and receiving the said ballot votes.
- Facilitate electronic voting on resolutions of companies in a fair and transparent manner for all classes of security/stakeholders.
- Enable security holders to vote at a time and place of their convenience.
- Eliminate postal and other natural delays which cause a hindrance to postal ballot.
- Increase shareholder participation in shareholder meetings.

The e-Voting platform aims to improve transparency and Corporate Governance standards and also helps in reducing the administrative cost associated with Postal Ballot while facilitating declaration of results immediately after the close of the voting. Additionally investors are also benefited where they can cast their votes on till last day from the comfort of their home / office, while eliminating the chances of their votes being declared invalid

The site will not be accessible between 00:00 hrs to 01:00 hrs on every Sunday, due to maintenance activity.

e-Votings schedule **News & Events**

Shareholders / Members

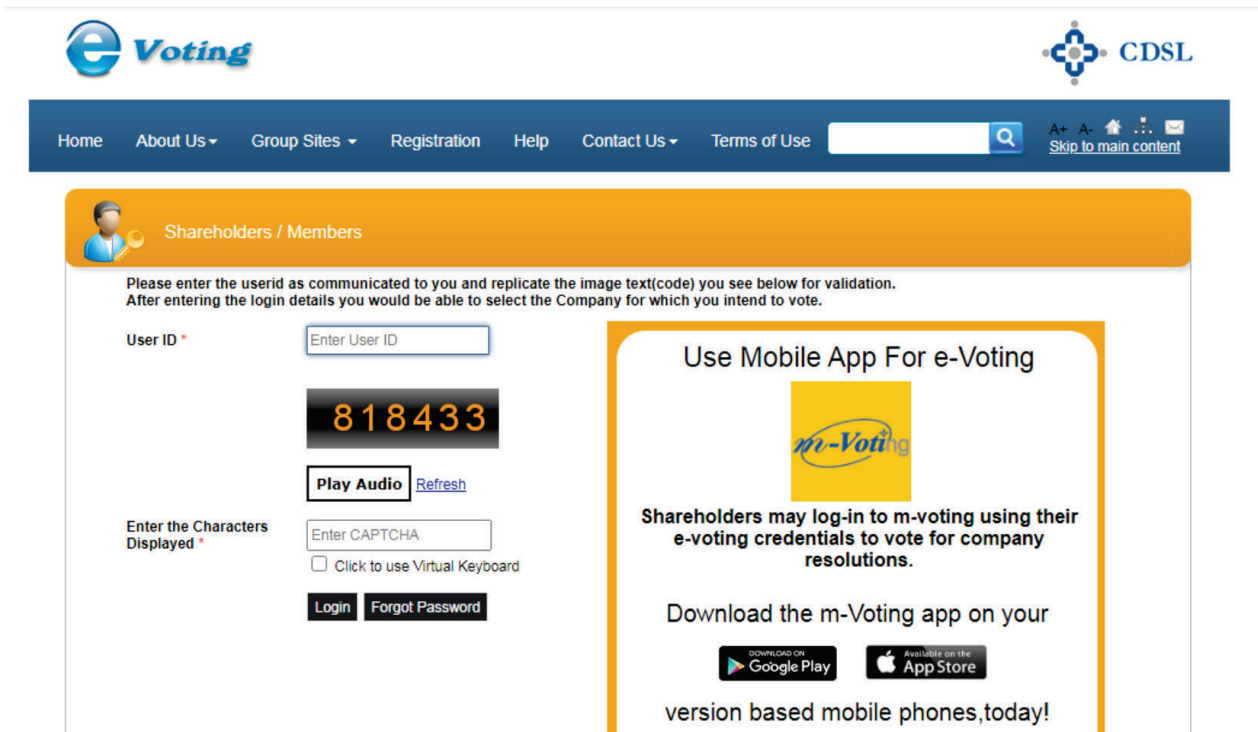
Custodian / Corporate Shareholder

Issuer / RTA

Scrutinizer

What's New?
CDSL Bill Desk.

ii. Press Shareholders/Members tab, after which the below screen will be appear.



e Voting CDSL

Home About Us Group Sites Registration Help Contact Us Terms of Use A+ A A- Skip to main content

Shareholders / Members

Please enter the userid as communicated to you and replicate the image text(code) you see below for validation. After entering the login details you would be able to select the Company for which you intend to vote.

User ID *


818433

[Refresh](#)

Enter the Characters Displayed *

Click to use Virtual Keyboard

Use Mobile App For e-Voting

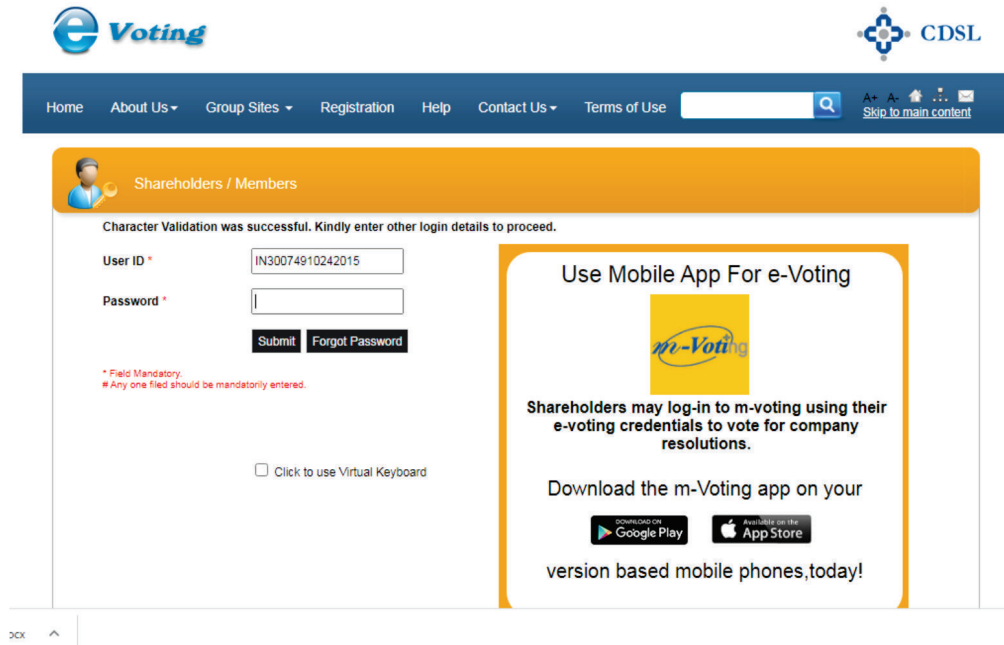


Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions.

Download the m-Voting app on your

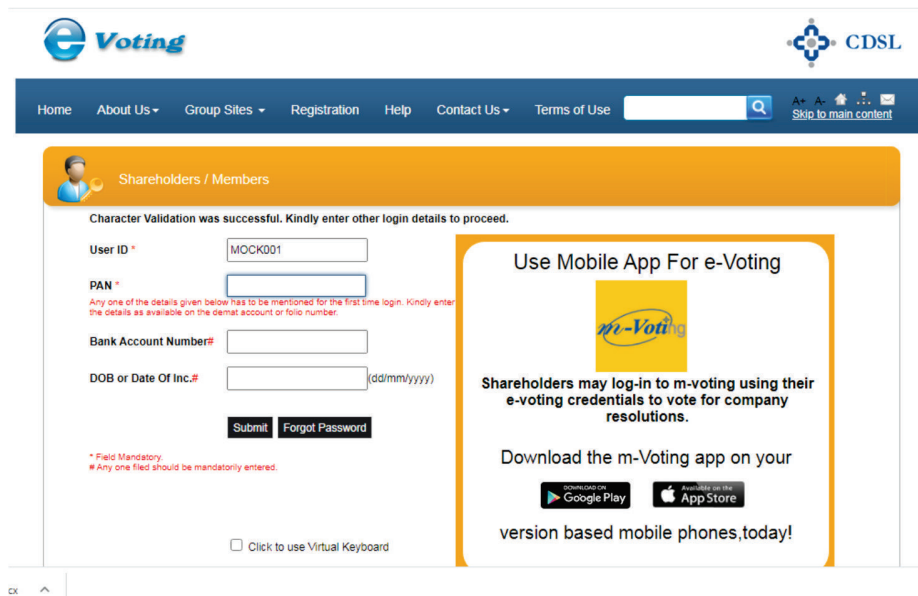
version based mobile phones, today!

- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



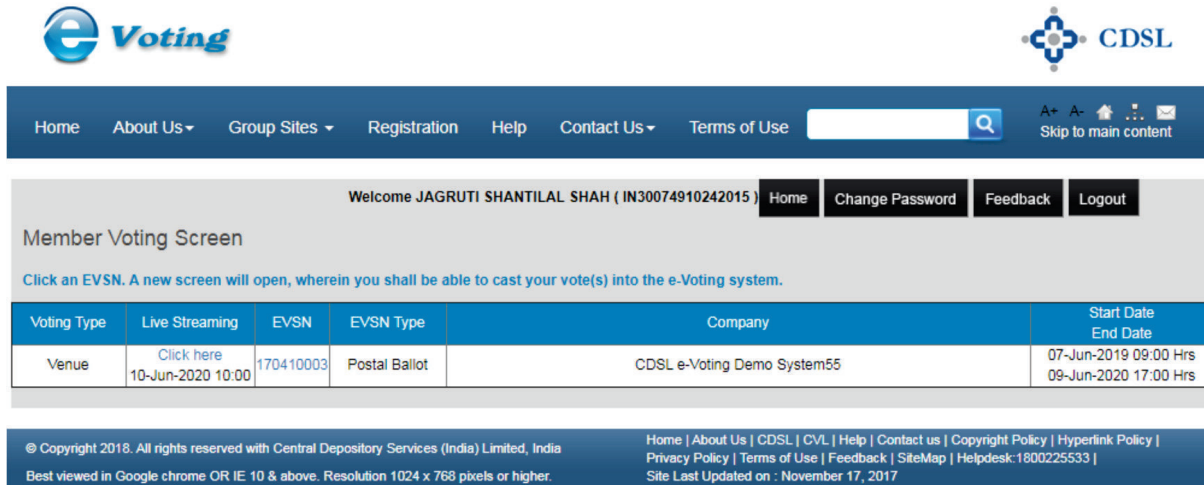
The screenshot shows the 'Shareholders / Members' login page. At the top, there are logos for 'e-Voting' and 'CDSL'. A navigation bar includes links for Home, About Us, Group Sites, Registration, Help, Contact Us, and Terms of Use, along with a search bar and utility icons. The main content area features a message: 'Character Validation was successful. Kindly enter other login details to proceed.' Below this, there are input fields for 'User ID *' (containing 'IN30074910242015') and 'Password *'. There are 'Submit' and 'Forgot Password' buttons. A checkbox for 'Click to use Virtual Keyboard' is present. On the right, a yellow-bordered box promotes the 'm-Voting' mobile app, stating that shareholders can use it to log in and vote on resolutions. It includes download links for Google Play and the App Store.

- iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



The screenshot shows the 'Shareholders / Members' registration page. It features the same header and navigation as the previous screenshot. The main content area displays a message: 'Character Validation was successful. Kindly enter other login details to proceed.' The registration form includes fields for 'User ID *' (containing 'MOCK001'), 'PAN *', 'Bank Account Number#', and 'DOB or Date Of Inc.#' (with a date format '(dd/mm/yyyy)'). There are 'Submit' and 'Forgot Password' buttons. A checkbox for 'Click to use Virtual Keyboard' is also present. A yellow-bordered box on the right promotes the 'm-Voting' mobile app, explaining that it allows shareholders to log in and vote on resolutions. It provides download links for Google Play and the App Store.

- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



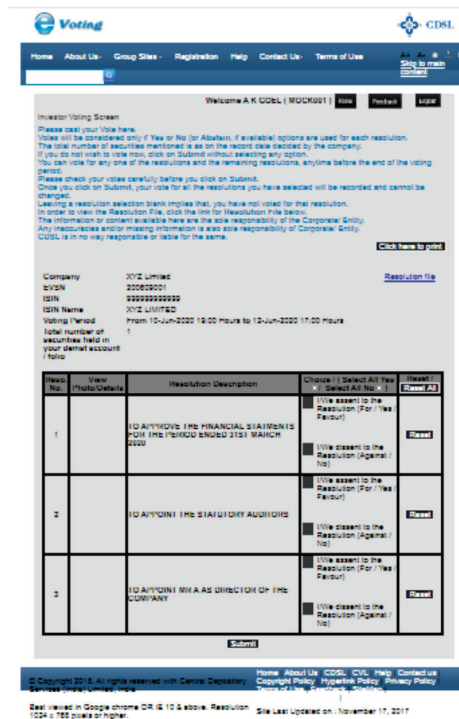
The screenshot shows the 'Member Voting Screen' for JAGRUTI SHANTILAL SHAH (IN30074910242015). It includes a navigation menu with 'Home', 'About Us', 'Group Sites', 'Registration', 'Help', 'Contact Us', and 'Terms of Use'. A search bar and utility icons are also present. The main content area displays the user's name and provides links for 'Home', 'Change Password', 'Feedback', and 'Logout'. Below this, a table lists voting events:

Voting Type	Live Streaming	EVSN	EVSN Type	Company	Start Date End Date
Venue	Click here 10-Jun-2020 10:00	170410003	Postal Ballot	CDSL e-Voting Demo System55	07-Jun-2019 09:00 Hrs 09-Jun-2020 17:00 Hrs

At the bottom, there is a copyright notice for 2018 and a footer with various policy links and a site update date of November 17, 2017.

- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



The screenshot shows the 'Voting Screen' for A K CDSL (MOCK001). It includes a navigation menu and a 'Click here to join' button. The main content area displays the user's name and provides links for 'Home', 'Change Password', 'Feedback', and 'Logout'. Below this, a table lists voting events:

Resd No	View Photo/Details	Resolution Description	Choice (Select All / Yes / No / Abstain)	Result
1		TO APPROVE THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2020	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	Result
2		TO APPROVE THE STATUTORY AUDITORS	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	Result
3		TO APPROVE MR A AS DIRECTOR OF THE COMPANY	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	Result

At the bottom, there is a 'Submit' button and a copyright notice for 2018, along with a footer containing policy links and a site update date of November 17, 2017.

Screen for login into Video Conferencing is shown below:

Event Information: Webex Event Demo

Event status: Not started
 Date and time: Monday, May 25, 2020 5:00 pm
 India Time (Mumbai, GMT+05:30)
[Change time zone](#)
 Duration: 2 hours
 Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:
 Last name:
 Email address:
 Event password:

I would like to take a free Webex trial (email required)

[Join by browser](#) **NEW!**

If you are the host, [start your event](#).

Fill the details as:

In the “Name” field - Enter your USERID as given in email

In the “last name” field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on ‘Join now’ tab, the following screen will be appear :

Step 1 of 2: Add Webex to Chrome

Follow this one-time process to join all Webex meetings quickly.

1 Select Add Webex to Chrome.

2 Select Add to Chrome in the Chrome store.

Add Webex to Chrome

Don't want to use an extension? [Run a temporary application](#) to join this meeting.



Virtualsoft Systems Limited

- viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

By Order of the Board of Directors

Sd/-
Gokul Tandan
Managing Director
Dated: 28 August, 2023

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

Item No 4:

In accordance with the provisions of Section 161 of the Companies Act 2013, and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at their meeting held on 28th August 2023 appointed Mrs. Geeta Singh (DIN: 10269520) as a Non-Executive Woman & Independent Director with effect from 28th August 2023. As per the section 149 of Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 it is necessary to regularize and approve the said appointment at Members' meeting. The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail his services as a Non-executive Woman & Independent Director.

Accordingly, the Nomination and Remuneration Committee and Board of Directors be and are hereby recommend the appointment of Ms. Mrs. Geeta Singh (DIN: 10269520), as Woman & Independent director and seeks the approval of members by way of Special resolution passed at this Annual General Meeting for the period of five years. In the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder.

The brief profile of the appointee has been attached as an annexure to this Notice as Annexure I.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No 4 of the Notice for approval by the members.

Item No 5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

Pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), all material related party transactions shall require the approval of the shareholders.

Accordingly, the approval of the shareholders by way of an Ordinary Resolution is sought under Regulation 23 of LODR for arrangements/ transactions/ contracts to be entered into with Related Parties in one or more tranches. The particulars of the Related Party Transactions for which approval/ratification of the Members is sought, are as follows:

Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year

S. No	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year
1.	Mr. Gokul Naresh Tandan	Chairman and Managing Director	Receipt of Unsecured Loan from him and payment of Interest thereon	2 Crore

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 5 of the accompanying Notice. This resolution enables the Board of Directors of the Company to approve related party transactions, as may be required by the Company, from time to time.

Moreover, by the proposed resolution, approval of the members is also sought for the material related party arrangements/ transactions/ contracts for financial years 2023-24 with the related party.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013. However, the same are covered by Ind AS - 24 and hence, the approval of the members is sought by way of Ordinary resolution under Regulation 23 of the Listing Regulations.



Except Mr. Gokul Naresh Tandan and their relatives, none of the Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

**Annexure to Notice of 31th Annual General Meeting
Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and
Secretarial Standards-II issued by ICSI for Item No. 3 & 4:**

Name	Mr. Rajendra Virupaksh Kulkarni	Mrs. Geeta Singh
Experience - Expertise in specific functional areas - Job profile and suitability	Qualified as been director finance fu rther last 35 Years been associated with materi al industries, breweries, software and telecommunications industries. Alumni Sydenham Commerce College and Go vt l aw college Mumbai Track rec ord of successful exits with significant shareholder value	Ms. Geeta Singh, aged about 42 years holding degree in Management of Business administration from Guru Jambeswar University Hisar and certified Company Secretary and has 17 years of Working Experience across Finance, Banking and secretarial working in Various Sectors.
No. of Shares held as on March 31, 2023 including shareholding as a Beneficial Owner.	4,50,000	-
Terms & Conditions	Liable to retire by rotation	Not Liable to Retire by Rotation
Remuneration Last Drawn	NA	NA
Number of Board Meetings attended during the Financial Year 2022-23	5 out of the 5	NA
Date of Original Appointment	July 01, 2002	August 28, 2023
Directorships held in public companies including deemed public companies	8	NA
Memberships /Chairmanships of committees of public companies**	Member-2	Member-2
Inter-se Relationship with other Directors.	-	-