



## ***NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING***

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF TAHMAR ENTERPRISES LIMITED (FORMERLY KNOWN AS SARDA PAPERS LIMITED) WILL BE HELD ON 30<sup>th</sup> DAY OF SEPTEMBER, 2024 AT 12:00 NOON. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

#### ***ITEM NO.1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2024:***

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

**“RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**“RESOLVED FURTHER THAT** Company Secretary or any of the Directors of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

#### ***ITEM NO.2: APPOINTMENT OF MR. RAJSHEKHAR CADAKKETH RAJASEKHAR NAIR (DIN 01278041) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:***

To appoint a Director in place of Mr. Rajshekhar Cadakketh Rajasekhar Nair (Din 01278041, who is retiring by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications, if any as **Ordinary Resolutions**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajshekhar Cadakketh Rajasekhar Nair (Din 01278041) who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation by rotation;”

### **SPECIAL BUSINESS:**

#### ***ITEM NO 3: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:***

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.1000,00,00,000 (Rupees One Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

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

“**RESOLVED FURTHER THAT** the approval of shareholders for Increase in Borrowing Powers u/s. 180(1) (c) of the Companies Act, 2013 shall be valid for a period of 5 years w.e.f. 1st April, 2024 to 31st March, 2029.”

**ITEM NO. 4: APPROVAL TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

"**RESOLVED THAT** in supersession to all resolutions passed earlier, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Managing Director or Executive Directors or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“**RESOLVED FURTHER THAT** the approval of shareholders for granting loan and investment and giving guarantee by company u/s. 186 of the companies act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029.”

**ITEM NO. 5 APPROVAL FOR REVISION IN MATERIAL RELATED PARTY TRANSACTION\ RELATED PARTY TRANSACTIONS AMOUNT UPTO RS. 1000.00 CRORES:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties namely:

Sr. No	Name of Related parties	Nature of Transaction(s)	Value of Transaction
1	M/s SBM Breweries Pvt Ltd,	Sale, Purchase or Supply of any Goods or Materials, Selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature.	Upto Rs. 1000 Crores, with each Related Party
2	M/s . SBM Distillery Pvt Ltd		
3	M/s. Seebhal Distillery Pvt Ltd		
4	M/s. Seebhal Mikeline Breweries Pvt Ltd,		
5	Mr. Rajshekhar Cadakketh Rajasekhar Nair,		
6	Ms. Sarita Sequeira,		
7	Mr. Trupearl Venture Pvt Ltd,		
8	Mr. Shon Sequeira		

Lending to Related Party the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to Rs. 1000 crores (Rupees One Thousand Crores) for single transaction or series of transactions for a period of 18 months from 1st April, 2024 to 30th September, 2025 on such terms and conditions as may be mutually agreed between the Company and the related parties.”

**RESOLVED FURTHER THAT** the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources.”

**ITEM NO. 6 TO INCREASE REMUNERATION OF MS. SARITA SEQUEIRA (DIN 01203100) MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in partial modification of the Resolution passed by the Shareholders of the Company in their meeting through postal ballot dated 11th December, 2022 and further 32<sup>nd</sup> Annual General Meeting held on September 29, 2023 for the appointment and remuneration payable to Ms. Sarita Sequeira (DIN 01203100) as the Managing Director of the Company for a period of 3 years commencing from 12th October, 2022 to till date of AGM to be held in 2025 and pursuant to the provisions of Sections 196, 197, 198 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under, as amended from time to time and subject to approval of the Central Government, if required, the consent of the Members of the Company, be and is hereby accorded to increase in the remuneration payable to Ms. Sarita Sequeira (DIN 01203100), Managing Director of the Company with effect from 01<sup>st</sup> April, 2024 as per the details provided in the explanatory statement pursuant to Section 102 of the Act, annexed hereto, forming part of this notice, for her remaining tenure as Managing Director of the Company i.e. till date of AGM to be held in 2025.

**“RESOLVED FURTHER THAT** the members be and is hereby took on records the appointment of Ms. Sarita Sequeira (DIN 01203100) as MD of the company, and members be and is hereby give its consent to revised her remuneration for her appointment as Managing Director.

**“RESOLVED FURTHER THAT** if in any financial year during her tenure as Managing Director, the Company has no profit or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites as set out in the explanatory statement pursuant to Section 102 of the Act, annexed hereto, forming part of this notice as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to **Ms. Sarita Sequeira (DIN 01203100)**, from time to time subject to the ceiling laid down in Section 197 read with Schedule V of the Companies Act, 2013 without any further approval of the Members of the Company, but with such other approvals, sanctions, or permissions if any, required for such revision in the remuneration.”

**RESOLVED FURTHER THAT** consent of Members of the Company be and is hereby also accorded for payment of remuneration in excess of the limits prescribed under Regulation 17(6)(e)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to Ms. Sarita Sequeira (DIN 01203100) as Managing Director during her tenure effective from 01<sup>st</sup> October, 2024 to till date of AGM to be held in 2025”.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

**ITEM No.7: APPROVAL FOR REVISION IN REMUNERATION OF MR. RAJSHEKHAR CADAKKETH RAJASEKHAR NAIR (DIN: 01278041) EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Rajshekhkar Cadakketh Rajasekhar Nair (DIN: 01278041) Executive Director, as detailed in Explanatory Statement as annexed,;

**“RESOLVED FURTHER THAT** if in any financial year during his tenure as Executive Director, the Company has no profit or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites as set out in the explanatory statement pursuant to Section 102 of the Act, annexed hereto, forming part of this notice as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to Mr. Rajshekhkar Cadakketh Rajasekhar Nair (DIN: 01278041) from time to time subject to the ceiling laid down in Section 197 read with Schedule V of the Companies Act, 2013 without any further approval of the Members of the Company, but with such other approvals, sanctions, or permissions if any, required for such revision in the remuneration and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

***ITEM NO 8: ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:***

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company

- a. Alteration of existing Object Clause III (A) by addition of following business activities:

Point no. 7 of main Object Clause III (A) *“To carry on the business of Manufacturing & Processing of fine chemicals and fuels, Trading activities and Import & export & Logistics.”*

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid in addition to existing Object Clause of the Company, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

***ITEM NO 9: TO APPROVE REQUESTS RECEIVED FROM MS. KAMINI KAMAL JOHARI, MR. MANISH LADAGE DHARANENDRA, MR. NALLEPILLY RAMASWAMI PARAMESWARAN, MR. KARTIK KAMAL JOHARI PERSONS BELONGING TO PROMOTER GROUP Category FOR RECLASSIFICATION FROM “PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY:***

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or reenactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited, (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from **“Promoters / Promoter Group” category to “Public” category.**”

Sr. No.	Name of the Promoter / Promoter Group	No. of Shares held	Percentage of the total equity capital of the Company (%)
1	Kamini Kamal Johari	NIL	NIL
2	Manish Ladage Dharanendra	NIL	NIL
3	Nallepilly Ramaswami Parameswaran	NIL	NIL
4	Kartik Kamal Johari	NIL	NIL

**“RESOLVED FURTHER THAT** each of the above persons have separately confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.

**“RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above persons, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

**“RESOLVED FURTHER THAT** any of the Directors (including any committee thereof or the officers authorized by the Board in this regard), Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

**By Order of the Board of Directors  
Tahmar Enterprises Limited**

Sd/-  
**Sarita Sequeira**  
Managing Director  
DIN: 01203100

**Place: GOA**

**Date: 04/09/2024**

**Registered Office:**

R.S. No. 131/2 Shop No. 7 Guruchandra Residency,  
Gadhinglaj Kolhapur-416502  
Tel: +91 7262801977  
Email: [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com)  
Website: [www.tahmar.in](http://www.tahmar.in)

**NOTES:**

- 1) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with respect to Item Nos. 3 to 9 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure 1 to this Notice.



- 2) The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 33RD AGM of the Company is being held through VC/OAVM on Monday, 30th September, 2024, at 12:00 P.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at R.S. No. 131/2 Shop No. 7 Guruchandra Residency, Gadhinglaj Kollhapur-416502.

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 THEIR 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 THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

- 3) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 5) **M/s. Brajesh Gupta & Co., Practicing Company Secretary**, has been appointed as "Scrutinizer" to scrutinize the e-Voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- 6) 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 through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution / authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM.
- 7) The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to brajesh.cs19@gmail.com or upload on the VC portal / e-voting portal i.e., www.evoting.nsdl.com.
- 8) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, 23<sup>rd</sup> September, 2024. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 9) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories. Copy of the Notice of the AGM is also available for download on the website of the Company at [www.tahmar.in](http://www.tahmar.in) the e-voting portal i.e., www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- 10) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:



- i. Members holding shares in physical form may register their email address and mobile number with the Company/Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt Ltd. by sending an email request at the email ID [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) or [mangesh.sawant@linkintime.co.in](mailto:mangesh.sawant@linkintime.co.in) along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
- ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 11) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 12) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demit account number/folio number, email id, mobile number to [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) send their queries in advance 7 days prior to meeting.
- 13) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- 14) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 15) 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.
- 16) The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive) for the purpose of Annual General Meeting (AGM)

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **27<sup>th</sup> September, 2024 at 09:00 A.M.** and ends on **29<sup>th</sup> September, 2024** at 05:00 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., **23<sup>rd</sup> September, 2024**, 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 **Monday, 23<sup>rd</sup> September, 2024**.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b>      </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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/CDSL 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/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.





**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
2. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **23<sup>rd</sup> September, 2024** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot



your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22

3. In case of Individual Shareholders holding securities in demat mode 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 i.e., **23<sup>rd</sup> September, 2024** may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request Mr. Sanjeev Yadav, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

***Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:***

1. In case shares are held in physical mode please provide 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 [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), 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 [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [www.evoting@nsdl.co.in](http://www.evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

***THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:***

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join Meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com) (company email id) latest by 05:00 p.m. (IST) on **25<sup>th</sup> September, 2024**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members who need assistance before or during the AGM, can contact Mr. Sanjeev Yadav, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM NO. 3 INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY:**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 1000 Crore (Rupees One Thousand Crores Only) from banks, Financial Institution(s), foreign lender(s), any-body corporate entity (ies), authority(ies) in the ordinary course of business.

Hence your approval is sought, to authorize the Board to borrow monies as aforesaid borrowings limits. In compliance with the general circular issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the resolution set out at item no. 3 of the approval members in general meeting as ordinary resolution.

**ITEM NO. 4: APPROVAL TO MAKE LOAN(S) AND GIVE GUARANTEE(S) PROVIDE SECURITY (IES) OR MAKE INVESTMENTS:**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub section (2) & (3) of Section 186 of the Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item No 4.

None of the Directors, except the above-mentioned Directors, of the Company or their relatives are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution as set at Item No. 4.

**ITEM NO.5 : APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION\RELATED PARTY TRANSACTIONS:**

The particulars of the Material Related Party Contracts/ Pre-arrangements/ Transactions are as under:

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

“Material Related Party Transaction” under Regulation 23(1) of listing Regulation means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

Accordingly, any transaction(s) by the Company with a related party (except with its wholly owned subsidiaries if any ) exceeding Rs. 100 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members is required for the same.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set out at Item No.4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel other than Mr. Rajshekhkar Cadakketh Rajasekhar Nair, Ms. Sarita Sequeira or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The Board informs that currently there is relate party and related party transaction in preceding financial year, and looking to company’s aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly, the Special Resolution as set out in item No. 5 of the Notice is proposed for approval of Members. None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**ITEM NO. 6 TO INCREASE REMUNERATION OF MS. SARITA SEQUEIRA (DIN 01203100) MANAGING DIRECTOR OF THE COMPANY.**

The Resolution passed by the Shareholders of the Company in their meeting through postal ballot dated 11th December, 2022 and further 32nd Annual General Meeting held on September 29, 2023 for the appointment and remuneration payable to Ms. Sarita Sequeira (DIN 01203100) as the Managing Director of the Company for a period of 3 years commencing from 12th October, 2022 to till date of AGM to be held in 2025

Considering the increased responsibilities of Ms. Sarita Sequeira (DIN 01203100) as Managing Director the Board on recommendation of Nomination and Remuneration Committee in its meeting held on 04th September, 2024 has approved to increase remuneration payable to Ms. Sarita Sequeira (DIN 01203100) as the Managing Director of the Company, from Rs. 36,00,000/- per annum (Existing Remuneration approved at the time her appointment as Managing Direct) to such remuneration as below, subject to approval of the members.

**Remuneration**

Salary: up to Rs. 1,50,00,000/- (Rupees One Crores Fifty Lakh Only) per annum.

All other terms and conditions relating to her appointment as approved meeting through postal ballot dated 11th December, 2022 and further 32nd Annual General Meeting held on September 29, 2023, by the Members remain unchanged.

In accordance with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013, the particulars as prescribed therein are enclosed and the approval of the members is sought for payment of remuneration to Ms. Sarita Sequeira (DIN 01203100) as the Managing Director w.e.f. 01<sup>st</sup> April, 2024 to till date of AGM to be held in 2025.

**Disclosure as required under sub-clause (iv) under the proviso to paragraph (A) & (B) under Section II of Part II of Schedule V of the Companies Act, 2013**

**1. GENERAL INFORMATION:**

Nature of Industry	<b>The Company is ENA manufacturing</b>
Date or expected date of commencement of commercial production.	<b>Not Applicable</b>



In case of new Company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	<b>Not Applicable</b>			
Financial Performance based on given indicators during the Financial Year (Rs. In Lakhs)	<b>Particulars</b>	<b>2023-2024</b>	<b>2022-2023</b>	<b>2021-2022</b>
	Sales and other Income	805.77	274.22	.90
	Profit / Loss before Tax, Interest, depreciation	14.99	3.89	(10.28)
	Prior Period Item	0.00	0.00	0.00
	Exceptional Item	0.00	0.00	0.00
	Interest	0.02	4.96	.04
	Depreciation	8.35	0	0.00
	Tax	1.9	0	0.00
	<b>Net Profit</b>	<b>4.72</b>	<b>(1.07)</b>	<b>(10.32)</b>
Foreign Investments or collaborations, if any	<b>The Company does not have Foreign Investments or collaborations</b>			

## 2. INFORMATION ABOUT Ms. Sarita Sequeira

Background details	Ms. Sarita Sequeira is the Managing Director of the Company, aged 47 years, is an Indian Resident, residing at 08, DBA Agarwals House, Bella Vista Colony, Dona Paula, opposite Cide De Goa, Nio Dona Paula, North Goa – 403004, Goa, India, with bearing DIN – 01203100 She has completed her Bachelor's Degree in Commerce and has experience of more than a decade which includes vast experience in the field of Admin and Human Resource, Sales and Promotion.
Past approved Remuneration	Rs. 36,00,000/- per annum
Recognition or awards	Not Given
Job Profile and her suitability	Ms. Sarita Sequeira being the Managing Director of the Company and will be responsible for the day to day management of the Company. She shall carry out such duties as may be entrusted to her by the Board of Directors.
Remuneration Proposed	Up to Rs. 1,50,00,000/- per annum
Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	The proposed remuneration of Ms. Sarita Sequeira is fully justified and comparable to that prevailing in the industry for similarly placed executive
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any.	Apart from receiving the managerial remuneration, Ms. Sarita Sequeira does not have any other pecuniary relationship with the Company. Ms. Sarita Sequeira is promoter of the company and she is spouse of Mr. Rajshekhar Cadakketh Rajasekhar Nair, Director, CFO & promoter of the Company.

## 3. OTHER INFORMATION

Reason of loss or inadequate profits	The Company has earned profit during the year 2023-204 as compared to previous year.
Steps taken or proposed to be taken for improvements	The Company is investing further for expansion of business.
Expected increase in productivity and profits in measurable terms.	As mentioned above, the steps proposed to be taken by the Company are expected to increase the profits of the Company.

As per the amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 maximum salary payable to Managing Director of the promoter group should not exceed, where there is more than one such director, 5 per cent of the net profits of the listed entity and any payment in excess of 5% of net profit has to be approved by the members by special resolution.

The payment of remuneration to Ms. Sarita Sequeira may exceed the limits as prescribed under Regulation 17(6)(e)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the approval of members

by way of Special Resolution is required for payment of remuneration to Ms. Sarita Sequeira during her tenure from 01<sup>st</sup> April, 2024 to till date of AGM to be held in 2025.

Ms. Sarita Sequeira, and Mr. Rajshekhar Cadakketh Rajasekhar Nair is concerned or interested in the Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution as set out at Item no. 6 of the Notice. The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members

#### **ITEM NO. 7 TO INCREASE THE OVERALL MANAGERIAL REMUNERATION OF THE DIRECTORS OF THE COMPANY:**

Mr. Rajshekhar Cadakketh Rajasekhar Nair was appointed as Executive Director of the Company w.e.f. 4th August, 2022 by the Board of Director and Shareholders at their Meeting (Postal Ballot) respectively on 11<sup>th</sup> December, 2022.

Considering the further development and production unit started by the company and growth of the Company, under the dynamic leadership of Mr. Rajshekhar Cadakketh Rajasekhar Nair as Executive Director and upon the recommendation by the Board and Nomination and Remuneration committee at their meeting held on 04th September, 2024 approved revision in remuneration payable to Rs. 84,00,000 per annum w.e.f 01<sup>st</sup> April, 2024 subject to approval of shareholders by passing special resolution in this Annual General Meeting.

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law. The terms of his appointments and revision in remuneration are as follows:

1. Salary: Rs 84,00,000 per annum with such increments as the Board may decide from time to time, (Inclusive of following perquisites)

- i. Companies Contribution to Provident Fund;
- ii. Gratuity as per rules of the Company;
- iii. Reimbursement of expenses of Car for the purpose of business use of Company, for official duties;
- iv. Telephone at the residence including payment of Local/STD/ISD Calls for business use;
- v. Payment of maintenance charges of society where she is residing, as per bills
- vi. Reimbursement of medical expenses incurred for self and family without any ceiling.
- vii. Reimbursement of Electricity charges
- viii. Reimbursement of Travelling and Hotel stay for the travelling's and tours for the company's business purposes.
- IX. Payment of Club fees/admission fees for maximum two clubs.



The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

Ms. Sarita Sequeira, Mr. Rajshekhkar Cadakketh Rajasekhar Nair and his Relatives are interested in the resolution to the extent of their shareholding interest and remuneration matter to be approved in this resolution, in the Company, Save and except the above none other Directors / Key Managerial Personnel Other Company / their relatives are, in any way, concerned or interested. Financially or otherwise, in the resolution no. 7 of the notice of AGM.

**ITEM NO. 8 ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The Board of Directors in its meeting held on 6th August, 2024 discussed the need of addition in the main object of the Company. The present management proposes to conduct business activities for business to manufactures, producers, processer, refiners, distributor, dealers, seller, retailers, marketer, agents, Importers and exporters of Extra Neutral Alcohol (ENA), ethyl alcohol, ethanol, biodiesel fuel, Bio-fertilizer, fuel ethanol additives, oil, fuel oil, cattle feed (protein), Dried Distillery Grain Soluble – DDGS, pallets, by-products, all kinds and descriptions of whisky, brandy, rum, gin, vodka, alcohol, beer, wine, brewery & winery and other beverages including aerated and mineral waters and other drinks, publication of Magazines etc.

The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration and/or inserting new point/activities in the Object Clause 3 A of the MOA of the Company as requires the approval of the members by means of a Special Resolution through General meeting. Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No. 8 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit. As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

**ITEM NO 9: TO APPROVE REQUESTS RECEIVED FROM MS. KAMINI KAMAL JOHARI, MR. MANISH LADAGE DHARANENDRA, MR. NALLEPILLY RAMASWAMI PARAMESWARAN, MR. KARTIK KAMAL JOHARI PERSONS BELONGING TO PROMOTER GROUP Category FOR RECLASSIFICATION FROM “PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY:**

The Company had received request letter dated August 24, 2024 from Ms. Kamini Kamal Johari, Mr. Manish Ladage Dharanendra, Mr. Nallepilly Ramaswami Parameswaran, Mr. Kartik Kamal Johari (collectively referred to as ‘Outgoing Promoters’) for reclassifying them from ‘Promoters/Promoter Group’ to ‘Public’ under regulation 31Aof the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)

The shareholding of Outgoing Promoters of the Company as on August 24, 2024 as follows:

Sr. No.	Name of the Promoter / Promoter Group	No. of Shares held	Percentage of the total equity capital of the Company (%)s
1	Kamini Kamal Johari	NIL	NIL



2	Manish Ladage Dharanendra	NIL	NIL
3	Nallepilly Ramaswami Parameswaran	NIL	NIL
4	Kartik Kamal Johari	NIL	NIL

Each of the aforesaid promoters have in their respective request letters informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement. Based on the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid Outgoing Promoters seeking reclassification have confirmed that—

- I) They, together with persons acting in concert with them, do not hold more than ten per cent of the total voting rights in the Company; The Outgoing Promoters hold 0.20% per cent of the total shareholding in the Company
- II) They do not exercise control over the affairs of the Company whether directly or indirectly;
- III) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- IV) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- V) They do not act as a Key Managerial Person in the Company;
- VI) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- VII) They are not fugitive economic offenders.

Further, the aforesaid Outgoing Promoters have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the Listing Regulations.

In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A(4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on August 24, 2024.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoters/ Promoter Group' category to 'Public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoters and persons related to the Outgoing Promoters will not vote to approve the resolution.

Accordingly, the Board recommends the resolution proposed in Item No.9 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges' for their approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**By Order of the Board of Directors  
Tahmar Enterprises Limited**

**Sd/-  
Sarita Sequeira  
Managing Director  
DIN: 01203100**

**Place: Goa**

**Date: 04-09-2024**

**Registered Office:**

R.S. No. 131/2 Shop No. 7 Guruchandra Residency,

Gadhinglaj Kolhapur-416502

Tel: +91 7262801977

Email: [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com)

Website: [www.tahmar.in](http://www.tahmar.in)

**Annexures to the Notice**
**ANNEXURE 1**
**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015]**

The details as required under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is as follows:

<b>Name of Director:</b>	Rajshekhhar Cadakketh Rajasekhar Nair
<b>Designation</b>	Director
<b>Date of Birth:</b>	24/12/1974
<b>Appointment Date</b>	30 <sup>th</sup> September, 2023
<b>Nature of his expertise in specific functional areas:</b>	Experience of more than two decades in the field of construction and distilleries, breweries, and ethanol plant, and has established his own business in Goa.
<b>Years of Experience:</b>	More than two decades.
<b>Qualification:</b>	Bachelor's degree in Commerce from the University of Madras.
<b>Directorship in Other Companies:</b>	NIL
<b>Member/Chairman of the Committee including this listed entity:</b>	NIL
<b>Shareholding in the Company as date (including shareholding as a beneficial owner):</b>	83,71,340 Equity Shares and 2,96,00,000 Warrants (Convertible in to Equity Shares)
<b>Reason for Change</b>	Retire by rotation and eligible for re-appointment and offer himself to appoint as Director in place of retiring director.
<b>Relationship with another director and KMP</b>	Spouse of Sarita Sequeira and there is no other relationship with other director.