REGISTERED OFFICE:

"Reliable House" A-6, Koh-e-fiza, Indore Road, Bhopal - 462001 (M.P.) Phone: +91-755-42902458

BOARD OF DIRECTORS:

Mr. Sikandar Hafiz Khan Ms. Sanober Bano Mr. Chandan Mitra Mr. Ranjay K. Dawar

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. S.S. Raghuwanshi

BANKERS:

Bank of Baroda, Bhopal HDFC Bank Ltd., Bhopal

AUDITORS

M/s Parekh Shah & Lodha Chartered Accountants Mumbai. Chairman & Mg. Director

Execurtive Director

- ➡ Independent Non-Executive Director
 - Independent Non-Executive Director

CONTENTS

Page Nos.

1	Notice	1
2	Director's Report	11
3	Management Discussion & Analysis	18
4	Corporate Governance	20
5	CFO Certification	29
6	Corporate Governance Certificate	30
7	Independent Auditors Report	43
8	Balance Sheet	53
9	Statement of Profit & Loss	54
10	Cash Flow Statement	56
11	Notes forming part of Balance Sheet	57

RELIABLE VENTURES INDIA LIMITED

Regd. Office: "Reliable House" A-6, Koh-e-fiza, Indore Road, Bhopal-462001 Phone: 07552539592: Fax 07552540442: CIN: L22354MP1992PLC007295

NOTICE is hereby given that the **Twenty Eighth** Annual General Meeting (AGM) of members of the RELIABLE VENTURES INDIA LIMITED will be held on Wednesday, the 29th day of Sept., 2021, at 4.30 PM through Video Conferencing ("VC) / Other Audio Visual Means ("OAVM) to transact the following ordinary and special business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Ms. Sanober Bano (DIN 07139513) who retires by rotation and, being eligible, offers herself for re-appointment.
- 3. To r e appoint M/s. Parekh Shah & Lodha, Chartered Accountants as statutory Auditors of the company for 2nd tenure:

"**RESOLVED THAT-** pursuant to Sections 139, and other applicable provisions of the Companies Act, 2013 if any, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No. 107487W) operating from 31-E, BKC center, Laxmi Industrial Estate, New Link Road, Andheri(West), Mumbai- be and is hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company, on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. To ratify the appointment of Mr. Panchena Gopinath holding DIN 00992671 as a Non- Executive Independent Director Vice Mr. Abdul Tahir.

"RESOLVED THAT- pursuant to recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to the provisions of Sections 149,152,161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (appointment and Qualifications of Directors) Rules 2014-including any statutory modifications or re-enactment thereof for the time being in force and Regulation 17 and other applicable regulations, if any, of the Securities Exchange Board of India (listing Obligations And Disclosure Requirements) Regulations 2015 as amended till date- Mr. Panchena Gopinath holding DIN 09926271 one of the independent Director appointed by the Board (vice Mr. Abdul Tahir), who has submitted written declaration that he continues to meet the criteria for independence as provided under Section 149(6) of the Companies Act 2013 and Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 , be and is hereby reappointed as an independent Non-executive Director of the Company for 5 years with retrospective effect 27-10-2020, the date from which Mr. Abdul Tahir ceased to hold office of Executive Director by resignation.

"**RESOLVED FURTHER THAT for** the purpose of giving effect to these resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and thing and execute all such documents and writings as the Board may be required or delegate the powers conferred to it to any committee of Directors as the Board may deem fit or necessary to carry out the needful in its palace.

By order of the Board For **Reliable Ventures India Ltd.**

SD/-(Sikandar Hafiz Khan) Chairman & Mg.Director

Bhopal: 14-08-2021

NOTES TO AGM FOR THE YEAR 2020-21

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Central Depository Services (India) hereafter referred to as the (CDSL)
- 3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to MCA Circular, No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e voting.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice of the AGM of the company can also be accessed from the website of the Bombay Stock Exchange Ltd. and <u>www.bseindia.com</u>, the website of the company <u>www.noorussabahpalace.com</u> as well as e-voting system during the AGM i.e. <u>www.evotingindia.com</u>.
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
- The Register of Members and the Share transfer books of the Company will remain closed from 23rd day of Sept., 2021 to 29th day of Sept., 2021 (both days inclusive)
- 10. The Company has appointed Mrs. Neeta H. Desai, Practicing Company Secretary, Mumbai- holding CP No. 4741 as Scrutiniser to scrutinise the evoting process in a fair and transparent manner.

11. With effect from 16th July 2020 M/s. Sharex Dynamic India, Mumbai, the RTA of the Compnay, has been merged with the LINK INTIME INDIA PVT LTD operating from C-101, 247, LBS Marg, Vikhroli West, Mumbai, Maharashtra 400083 and, therefore, on need basis Mrs Urmila Verma and Ishwar Suvarna could be contacted at Phone Nos. 022 49186000 at extn No.2366 and 2353 and email address Urmila.verma@linkintime.co.in and ishwar.suvarna@linkintime.co.in respectively

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 26th Sept 2021 at 9.30 AM and ends on 28th day of Sept 2021 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd Sept., 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <u>https://web.cdslindia.com/myeasi/home/login</u> or visit <u>www.cdslindia.com</u> and click on Login icon and select New System Myeasi.
with CDSL	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <u>www.cdslindia.com</u> home page or click on <u>https://evoting.cdslindia.com/Evoting/EvotingLogin</u> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	 If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <u>https://eservices.nsdl.com</u> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS "Portal or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website

	for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual	You can also login using the login credentials of your demat account through your Depository
Shareholders	Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be
(holding	able to see e-Voting option. Once you click on e-Voting option, you will be redirected to
securities in	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
demat mode)	Click on company name or e-Voting service provider name and you will be redirected to e-Voting
login through	service provider website for casting your vote during the remote e-Voting period or joining virtual
their	meeting & voting during the meeting.
Depository	
Participants	

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. CDSL and NSDL

Login type	Helpdesk details
	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
 - 2) Click on "Shareholders" module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier evoting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.		
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat	
	shareholders as well as physical shareholders)	
	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.	
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat	
Bank	account or in the company records in order to login.	
Details		

OR Date	• If both the details are not recorded with the depository or company, please enter the member id /
of Birth	folio number in the Dividend Bank details field.
(DOB)	

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. Reliable Ventures India Ltd., on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

(xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the designated email address provided by the company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <u>helpdesk.evoting@cdslindia.com</u> or call on 022-23058542/43.

EXPLANATORY STATEMENT

Item No. 4:

Ratification of Appointment of Mr. Panchena Gopinath as a Non-executive independent Director vice Mr. Abdul Tahir.

The Board of Directors in their meeting held on_27-10-2021 has inducted Mr. Panchena. Gopinath as independent Director vice Mr. Abdul Tahir who resigned from the Directorship due to certain personal reasons creating an intermittent vacancy in the Office of Independent Director.

The nomination and Remuneration Committee at its meeting held on 13th February 2021 after taking into account the performance evaluation of Mr. Panchena. Gopinath since his induction by the Board of Directors and the knowledge, acumen, expertise and experience and the contribution made by him as an non-executive Independent Director since his appointment- has recommended to the Board that continuance of his association with the Company would be in the interest of the Company. Based on the above, the Nominations & Remuneration Committee and the Board has recommended his continuance as an independent director for 5 years commencing from 27 October 2020. The Brief profile of Mr. Panchena Gopinath is as under:

The incumbent is Age _67 years old with graduation in commerce discipline with waste experience indirect taxation and logistics and warehousing.

Shareholdings in the Company: Mr. Gopinath holds 20,000 equity shares of the Company

Mr. Gopinath has given a written declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In term of proviso to sub-section(5) of Section 152, the Board of Directors is of the opinion that Mr. Panchena Gopinath fulfills the conditions specified in the Act for his appointment as an Independent Director.

The Company has also received the consent from Mr. Gopinath to act as director, intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and declaration to the effect that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI)

A copy of the letter of appointment issued to Mr. Gopinath as an Independent Director setting out the terms & condition would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has been put up on the company website <u>www.noorussabahpalace.com</u>

The Board recommended the Resolution for appointment of Mr. P. Gopinathan as Special Resolution of this notice for approval of the shareholders.

Mr. Gopinath is concerned or interested in the resolution of the accompanying notice relating to his appointment as a Non-executive Independent Director.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolution at item 4 of the notice of the AGM.

SD/-SIKANDAR HAFIZ KHAN CHAIRMAN & MG. DIRECTOR

BHOPAL: 14-8-2021