

PROZONE INTU PROPERTIES LIMITED

Registered Office: 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (West), Mumbai -400053 | **Phone:** (022) 68239000 / 9001 | **CIN:** L45200MH2007PLC174147

Email: investorservice@prozoneintu.com; **Website:** www.prozoneintu.com

NOTICE OF 15th (FIFTEENTH) AGM

Notice is hereby given that the 15th Annual General Meeting of the members of Prozone Intu Properties Limited will be held on Friday, the 30th September 2022 at 1.00 p.m. through Video Conferencing or Other Audio-Visual Means (OAVM) to transact the following business:

As ordinary business:

1. To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2022 including audited Balance Sheet as at 31st March 2022 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Salil Chaturvedi (DIN: 00004768)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint Statutory Auditors of the company and fix their remuneration**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof) and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.: 105047W), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), to hold office for a term of 5 (five) consecutive years from the conclusion of 15th (Fifteenth) Annual General Meeting till the conclusion of 20th (Twentieth) Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

As special business:

4. **Regularization of Mr. Bipin Gurnani (DIN: 07966971) as a Director of the company**

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

"Resolved that pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 ("Act") and as per the provisions of Articles of association of the company, Mr. Bipin Ram Gurnani (DIN: 07966971) who was appointed as an additional director of the company with effect from 17th December 2021 and who holds office up to the date of the 15th Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Mumbai."

5. **To re-appoint Mr. Nikhil Chaturvedi, (DIN:00004983) as Managing Director of the Company for a further period of 3 years with effect from 27th February 2023**

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

"Resolved that pursuant to provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and other necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions are agreed to by the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any 'Committee' thereof and any person authorized by the Board in this behalf) and, further to the recommendation of Nomination and Remuneration

Committee, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil Chaturvedi, as Managing Director for a further period of three years with effect from 27th February 2023 on such terms and conditions as set out below:

- a. Salary: Rs. 15,00,000/- per month
- b. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C
- c. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V and/or otherwise approved in terms of other provisions of the Companies Act, 2013.
- d. His appointment shall be subject to superintendence, control and direction of the Board. He shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby authorized to make any variation in the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or approved by the members in their meeting and/or as approved by the central government or any such other competent authority, as applicable.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, if the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as minimum remuneration, subject to the maximum ceiling of remuneration prescribed under Schedule V read with other applicable provisions of the Companies Act 2013 and /or the approval of the Central Government wherever required or applicable.

Resolved further that the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. To re-appoint Mr. Salil Chaturvedi, (DIN:00004768) as Dy. Managing Director of the Company for a further period of 3 years with effect from 27th February 2023

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

“Resolved that pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and other necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions and are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include any ‘Committee’ thereof and any person authorized by the Board in this behalf) and, further to the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Salil Chaturvedi, as Dy. Managing Director for a further period of three years with effect from 27th February 2023 on such terms and conditions as set out below:

- a. Salary: Rs. 10,00,000/- per month
- b. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C
- c. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V and/or otherwise approved in terms of other provisions of the Companies Act, 2013.
- d. His appointment shall be subject to superintendence, control and direction of the Board. He shall perform such duties and functions as would be commensurate with his position as the Deputy Managing Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby authorized to make any variation in the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or approved by the members in their meeting and/or as approved by the central government or any such other competent authority, as applicable.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, if the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as minimum remuneration, subject to the maximum ceiling of remuneration prescribed under Schedule V read with other

applicable provisions of the Companies Act 2013 and /or the approval of the Central Government wherever required or applicable.

Resolved further that the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. To appoint Mr. Bipin Ram Gurnani, (DIN: 07966971) as Whole-time Director of the Company for a period of 3 years with effect from 17th December 2021

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

“**Resolved that** pursuant to provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and all other applicable circulars, notifications and guidelines issued by the Ministry of Corporate Affairs or any other authorities from time to time and other necessary approvals, permissions and sanctions, as may be required, and such conditions and modifications as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions are agreed to by the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include any ‘Committee’ thereof and any person authorized by the Board in this behalf) and, further to the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Bipin Gurnani, as Whole-time Director for a period of three years with effect from 17th December 2021 on such terms and conditions as set out below:

- A. Salary Rs 1.40 Crore per annum.
- B. Commission: Such amount for each accounting year as may be decided by the Board subject to the overall limit(s) as stated in point no. C
- C. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limit(s) as specified in Schedule V to the Companies Act, 2013.
- D. His appointment shall be subject to superintendence, control and direction of the Board. He shall perform such duties and functions as would be commensurate with his position as the Whole-time Director of the Company and as may be delegated by the Board from time to time.

Resolved further that the Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and is hereby authorized to make any variation in the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or approved by the members in their meeting and/or as approved by the central government or any such other competent authority, as applicable.

Resolved further that notwithstanding anything contained herein above, where in any financial year during the currency of his tenure, if the Company has no profit or its profits are inadequate, the remuneration stated above shall be paid as minimum remuneration, subject to the maximum ceiling of remuneration prescribed under Schedule V read with other applicable provisions of the Companies Act 2013 and /or the approval of the Central Government wherever required or applicable.

Resolved further that the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

To consider, approve and ratify, if thought fit, to pass the following Resolutions as *Ordinary Resolutions* – Material Related Party Transactions:

8. To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd.

“**Resolved that** pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the approval of the Members of the Company be and is hereby accorded to confirm and ratify the investment of Rs. 50 Crores made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd. on such terms and conditions as set out in the explanatory statement.

Resolved further that the Board of Directors of the Company or any other persons(s) authorised by the Board, be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in

this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. To consider, approve and ratify the investment made by Hagwood Commercial Developers P Ltd. (Hagwood) in Compulsory Convertible Preference Shares (CCPS) issued by Alliance Mall Developers Co P. Ltd. (Alliance).

“**Resolved that** pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the approval of the Members of the Company be and is hereby accorded to confirm and ratify the investment of Rs. 56 Crores made by Hagwood Commercial Developers P Ltd. (Hagwood) in Compulsory Convertible Preference Shares (CCPS) issued by Alliance Mall Developers Co P. Ltd. (Alliance) on such terms and conditions as set out in the explanatory statement.

Resolved further that the Board of Directors of the Company or any other persons(s) authorised by the Board, be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. To consider, approve and ratify the giving and/or availing of loan between related parties:

“**Resolved that** pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the approval of the Members of the Company be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below appended table, whether as an individual transaction or series of transactions, during the period commencing from 1ST April 2022 upto the next 16th Annual General Meeting of the Company to be held in calendar year 2023, on such terms and conditions as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business:

Sr. No	Name of First Party	Name of Counter party	Max. Amount (in lakhs)
1	Prozone Intu Properties Limited (“PIPL” or “Lender”)	Alliance Mall Developers Co. P. Ltd (“Subsidiary of PIPL” or “Borrower”)	1,700
2		Hagwood Commercial Developers P. Ltd (“Subsidiary of PIPL” or “Borrower”)	8,000
3		Omni Infrastructure Private Limited (“Subsidiary of PIPL” or “Borrower”)	2,400
4	Empire Mall Private Limited (Subsidiary of PIPL or “Lender”)	Alliance Mall Developers Co P. Ltd (“Subsidiary of PIPL or “Borrower”)	2,500
5		Hagwood Commercial Developers P. Ltd (“Subsidiary of PIPL or “Borrower”)	4,000
6	Omni Infrastructure Private Limited (Subsidiary of PIPL or “Lender”)	Virtual Infrastructure P. Ltd (“Investing Company or “Borrower”)	1,000

RESOLVED FURTHER THAT the Board and the Audit Committee or any other persons(s) authorised by the Board, be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

11. To consider, approve and ratify the transactions related to corporate guarantee:

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the approval

of the Members of the Company, be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving Corporate Guarantee, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Company and its Related Parties (as mentioned in the below appended table), period during the period commencing from 1st April 2022 upto the next 16th Annual General Meeting of the Company to be held in calendar year 2023 on such terms and conditions, as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm's length basis and in the ordinary course of business:

Sr.No.	Name of First Party	Name of Counter party	Amount (in lakhs)
1	Prozone Intu Properties Limited ("PIPL" or "Guarantor")	Empire Mall Private Limited ("Subsidiary of PIPL" or "Borrower")	201,00
2		Alliance Mall Developers Co Pvt Ltd ("Subsidiary of PIPL" or "Borrower")	290,00
3		Hagwood Commercial Developers P Ltd ("Subsidiary of PIPL" or "Borrower")	25,00

RESOLVED FURTHER THAT the Board and the Audit Committee or any other persons(s) authorised by the Board, be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
Prozone Intu Properties Limited
Sd/-
Ajayendra P. Jain
CS and Chief Compliance Officer

Date: 13.08.2022

Place: Mumbai

NOTES:

- The explanatory statement pursuant to section 102 of the Companies Act 2013 which sets out details relating to special business at the meeting is annexed hereto.
- 15th AGM through VC/ OAVM:** In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the ongoing restriction on movement of individuals at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/2022 dated May 5, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting of the Members of the Company is being held through VC/OAVM and the venue of this AGM shall be deemed to be Registered office of the Company.
- Proxy not allowed:** Though a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- M/s HSPN Associates & LLP, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- Corporate authorization:** Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through his registered email address to the Scrutinizer at hs@hspnassociates.net with a copy marked to the Company at Investorservice@prozoneintu.com and also to Registrar & Share Transfer Agent ('RTA') at instameet@linkintime.co.in
- Registration of email ID and Bank Account to receive login details for e-voting:**
 - In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address.
 - In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for the purpose of dividend, if any, the following instructions to be followed:

Shareholders holding shares in physical mode	<ul style="list-style-type: none"> Shareholders holding shares in physical mode can update their email address by submitting a duly filled up Form ISR-1 pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 to the Company/ registrar and share transfer agent of the Company i.e. Link Intime India Pvt Ltd. Form ISR-1 is available on the website of the Company at https://content.app-sources.com/s/91341600969113653/uploads/Images/PHYSICAL-SHAREHOLDERS-KYC-UPDATION-9616350.pdf
Shareholders holding shares in dematerialise mode	<ul style="list-style-type: none"> Shareholders who hold shares in dematerialise mode and have not yet updated their email addresses are requested to register/ update their email addresses with their depository participant(s) (DPs) by following the procedure prescribed by the DPs.

7. In case of joint holders, only the member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
8. This Notice is being sent to all members of the Company whose names appear in the Register of Members/lists of beneficiaries received from the depositories as on Friday, 26th August 2022.
9. Pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during this AGM.
10. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 15th January, 2021 read with Circular dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website at www.prozoneintu.com; websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com and website of the RTA at www.instameet.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. A physical copy of Annual report can be provided by the Company on receipt of specific request by any member sent either at registered email id or registered office of the Company.
11. Rule 3 of the Companies (Management & Administration) Rules, 2014 mandates that the Register of Members of all companies should include details pertaining to e-mail address, Permanent Account Number or CIN, Unique Identification Number, if any, Father's/Mother's/Spouse's name, Occupation, Status, Nationality, in case member is a minor, name of the guardian and the date of birth of the member and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository participant.
12. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
14. Members may, pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, file nomination in the prescribed Form SH-13 with the respective depository participant.
15. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 15th AGM, forms integral part of the Notice of the 15th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
16. No gifts shall be provided to members before or after the AGM.
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. 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 the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/2022 dated May 5, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India ("SEBI Circular") the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (RTA) for facilitating voting through VC, as the authorized e-Voting 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 AGM will be provided by the RTA.
20. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being

21. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday 23rd September 2022, may obtain the User ID and password in the manner as mentioned in the notice or can write to enotices@linkintime.co.in.
22. Details of the person responsible to address the grievances connected with the remote e-voting are:
- | | | | |
|------|----------------|---|--|
| i) | Name | : | Mr Rajiv Ranjan |
| ii) | Designation | : | Assitant Vice President - e-voting |
| iii) | EvotingAddress | : | Link Intime India Pvt. Ltd. |
| iv) | Email Id | : | enotices@linkintime.co.in |
| v) | Phone No. | : | +91 22 49186000 |

SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 has introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent (RTAs) and norms for furnishing PAN, KYC details and Nomination by members holding shares in physical form (Members). The holders of physical securities in Company are requested to ensure the above details are updated with RTA before April 1, 2023, since folios for which the above details are not available thereafter shall be frozen. The Members of the Company requested to check the head "Shareholder KYC Updation" on website of the Company and update the same.

23. Instructions for e-voting and joining the AGM are as follows:

A. Instructions for members using remote e-voting are as under (Remote e-voting):

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

- i. The remote e-voting period begins on Tuesday, the 27th September, 2022 at 9.00 a.m. and ends on Thursday, the 29th September, 2022 at 5.00 p.m. 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 23rd September 2022, may cast their vote electronically. The e-voting module shall be disabled by the RTA for voting thereafter.

(Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.)

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. **Log-in** to e-Voting website of Link Intime India Private Limited (LIPL).

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual shareholders holding securities in physical form	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p><i>*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <ul style="list-style-type: none"> ► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ► Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

B. Instructions for Shareholders/Members for participation in AGM through VC/OAVM:

Shareholders/Members are entitled to attend AGM through VC/OAVM provided by Link Intime by following the below mentioned process.

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and “**Event Date**” and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit **Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
2. Facility for joining AGM through VC/OAVM shall open 30 (thirty) minutes before the time scheduled for the Annual General Meeting and will be available to the Members on *first come first serve basis* and will be closed on expiry of 30 (thirty) minutes from the scheduled time of the Annual General Meeting.
3. Participation is restricted upto 1,000 members only
4. Shareholders/Members holding more than 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee/ Nomination and Remuneration Committee/ Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

Notes:

- During this AGM, Members may access the scanned copy of the Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act upon Log-in to RTA e-Voting system at www.instameet.linkintime.co.in
- Shareholders/Members are encouraged to join the Meeting through Mobile/ Tablets/Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably atleast 2 MBPS download stream) to avoid any disturbance during the meeting.
- Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in.

C. Instructions to register as Speakers during AGM (How to be speakers):

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investorservice@prozoneintu.com from Monday, 26th September 2022 from 9.00 am to Wednesday, 28th September 2022 till 5.00 pm.
2. The first 10 Speakers on first come basis will only be allowed to express their views or suggestions during the meeting.
3. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservice@prozoneintu.com. The same will be replied by the company suitably.
4. Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

D. Instructions to vote during AGM through InstaMeet (E-voting during AGM):

1. During the AGM, the Chairman shall (after response to the questions raised by the Members in advance or by the speakers at AGM) formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice and announce the start of the casting of vote through the e-Voting system. After the Members who are eligible and interested to cast votes, have cast their votes, the e-Voting will be closed with the formal announcement.
2. Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:
 - a. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
 - b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.