

## **“NOTICE TO THE SHAREHOLDERS”**

Notice is hereby given that the **45th Annual General Meeting** of the Members of **M/s. Sellwin Traders Limited** will be held through video conferencing on **Monday, 29th September, 2025 at 12:00 P.M.** to transact the following business:

### **ORDINARY BUSINESS :**

- 1. To consider, approve and adopt the Standalone Audited Financial Statement for the year ended March 31, 2025 and the Report of the Board of Directors and Auditors thereon.**
- 2. To consider, approve and adopt the Consolidated Audited Financial Statement for the year ended March 31, 2025 and the Report of the Auditors thereon.**
- 3. Re-appointment of Mr. Monil Navinchandra Vora (DIN: 09627136), as a director liable to retire by rotation:**

To appoint a Director in place of Mr. Monil Navinchandra Vora (DIN: 09627136),, who is liable to retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

### **SPEACIAL BUSINESS :**

- 4. Appointment of Mr. Ankur Dineshchandra Gandhi, a Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 17543, Membership No: 48016 as the Secretarial Auditors of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Ankur Dineshchandra Gandhi, a Peer Peer Reviewed Company Secretary in Practice (Membership No. 48016; Certificate of Practice No. 17543) as the Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years commencing from the conclusion of the 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting to be held in the year 2030, to conduct the Secretarial Audit of the Company for the applicable financial years, at such remuneration as may be decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to revise the remuneration payable to Mr. Ankur Dineshchandra Gandhi for the subsequent year(s) of their term and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Company may, from time to time, engage Mr. Ankur Dineshchandra Gandhi to provide certifications and other professional services as may be required under statutory regulations, on such terms and conditions including remuneration as may be mutually agreed upon."

**By Order of the Board  
For Sellwin Traders Limited**

**Dated: 3rd September, 2025  
Place: Mumbai**

**Sd/-  
Monil Navinchandra Vora  
Director  
DIN: 09627136**

## Notes

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated 05th May, 2020 read with circular nos. 14/2020 and 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. MCA had vide circular no. 09/2024 dated 19th September, 2024 has allowed the Companies whose AGM are due to be held in the year 2025, to conduct their AGMs on or before 30th September, 2025 in accordance with the requirement provided in this Circular. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to MCA Circular no. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorized Representatives by uploading a duly certified copy of the board resolution authorizing their representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. All the members of the Company are encouraged to attend and vote at the AGM through VC / OAVM.
5. The Explanatory Statement pursuant to Section 102(1) and (2) of the Act in respect of Item no. 3 & 4 are annexed hereto.
6. 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. 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 AGM will be provided by CDSL.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of Annual General Meeting will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in)

- 8.** In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024, Notice of the AGM along with the Integrated Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs.

Any Member desirous of obtaining physical copy of the Notice of the AGM along with the Integrated Annual Report may send a request to the Company at [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in) mentioning their name, demat account number / folio number, email id and mobile number.

Members may note that the Notice of 45th AGM and the Integrated Annual Report of the Company for the year ended 31st March, 2025 have been uploaded on the Company's website <https://www.sellwinindia.com/> and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com/> and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

- 9.** The Board of Directors of the Company has appointed Mr. Ankur Dineshchandra Gandhi, Practicing Company Secretary, (Membership No. 48016), as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.
- 10.** The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website [www.sellwinindia.com](http://www.sellwinindia.com) and on the website of CDSL and communicated to the BSE Limited.
- 11.** The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
- 12.** Members seeking any information or clarification on the accounts are requested to send written queries on [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in) to the Company, at least 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.
- 13.** The Record Date for Sending Annual Report to shareholders of the 45th Annual General Meeting of the Company Friday, 29/08/2025.
- 14.** The record date for the purpose of determining the eligibility of the Members to attend the 3rd Annual General Meeting of the Company Monday, 22/09/2025.
- 15.** To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / M/s Niche Technologies Private Limited.
- 16.** The remote e-voting facility will commence from Friday, the 26/09/2025 and will end on Sunday, the 28/09/2025. Members can vote from 9:00 a.m. to 5:00 p.m. during the above-mentioned period.

17. Pursuant to section 91 of the Act, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2025 to 29/09/2025 (both days inclusive) for the purpose of 45th AGM.

18. SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the Listing Regulations pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated that listed companies shall issue the securities in dematerialized form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition of shares.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**i)** The voting period begins on Friday, 26/09/2025 from 09:00 AM and ends on Sunday, 28/09/2025 at 05:00 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 22/09/2025 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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 abovesaid 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 with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li data-bbox="379 1256 1497 1462">1 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li data-bbox="379 1514 1497 1843">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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="379 1895 1497 2011">3 If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>

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 [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with **CDSL Depository**

1 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: <https://eservices.nsd.com> 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.

2 If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

4 For OTP based login you can click on <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 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.

**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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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 [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

**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 M/s. Sellwin Traders Limited 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)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xvii) 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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 email address viz; [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in) (designated email address by 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 AREAS UNDER:**

- 1** The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2** The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3** Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4** Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5** Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- 6 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7 Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in) 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 may 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Dated: 3rd September, 2025  
Place: Mumbai**

**Sd/-  
Monil Navinchandra Vora  
Director  
DIN: 09627136**

**EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3 – Re-appointment of Mr. Monil Navinchandra Vora (DIN: 09627136), as a director liable to retire by rotation**

Though not statutorily required, the following is being provided as additional information to the Members.

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, not less than two-thirds of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation. One-third of such Directors are required to retire from office at each Annual General Meeting, but the retiring Director is eligible for re-appointment at the same meeting. Independent Directors are not subject to retirement by rotation.

In accordance with the above provisions, Mr. Monil Navinchandra Vora (DIN: 09627136) is due to retire by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment.

The Board, keeping in view Mr. Monil Navinchandra Vora's professional expertise, vast managerial experience, and his significant contribution towards the growth and governance of the Company, is of the opinion that it would be in the best interests of the Company to re-appoint him as a Director.

Additional information in respect of Mr. Monil Navinchandra Vora (DIN: 09627136), pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure A to this Notice.

Except Mr. Monil Navinchandra Vora and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

Based on the outcome of performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 3 for the approval of the Members

## ANNEXURE-A

AS REGARDS APPOINTMENT AS PER ITEM 3 OF THE NOTICE, FOLLOWING DISCLOSURE ARE MADE PURSUANT TO THE SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name	Monil Navinchandra Vora
DIN	09627136
Age	42
Nationality	Indian
Qualifications	Bachelor of Commerce and CA Intermediate
Effective Date of Appointment	13/02/2023
Experience (Skills & Capabilities)	Mr. Monil Navinchandra Vora has completed Bachelor of Commerce and CA Intermediate. He has 20 years’ experience in equity and commodity market. He is currently working as a Director in M/s. Mannibhadra Aggro Private Limited, M/s. Mannibhadra Investment Private Limited, M/s. Mannibhadra Finnstock Private Limited M/s. Mannibhadra Commodity Private Limited, M/s. Mannibhadra Wealth Management Private Limited and Mannibhadra Ventures Private Limited. He is also working as a director in listed company.
Date of first appointment on the Board	13/02/2023
Shareholding in the Company as on March 31, 2025	NIL
Relationship with other directors Manager and other Key Managerial Personnel of the company	He is not related to any Director, Manager and other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year	20 Board Meeting attending for the Year 2024-25
Terms and Conditions of Appointment	As determined by the Board of Directors from time to time.

List of Other Companies in which Directorship held	ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED (CIN: L01110PN1993PLC217724) GUJARAT COTEX LIMITED (CIN: L46695DN1996PLC000116)
Other Membership/ Chairmanship of Committees of other Boards.	NIL
Listed companies from which the Director has resigned in the past three years	None
Past Remuneration	NIL

**ITEM NO. 4 - Appointment of Mr. Ankur Dineshchandra Gandhi, a Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 17543, Membership No: 48016 as the Secretarial Auditors of the Company**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules made thereunder, every listed company is required to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in Practice. The Company has decided to appoint a Secretarial Auditor for a term of five consecutive years to hold office from the conclusion of 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting to be held in the year 2030 as part of its commitment to good corporate governance practices.

Mr. Ankur Dineshchandra Gandhi, a Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 17543, Membership No: 48016, are presently the Secretarial Auditors of the Company. Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of Mr. Ankur Dineshchandra Gandhi as the Secretarial Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting to be held in the year 2030.

Mr. Ankur Dineshchandra Gandhi have given their consent to act as Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limits prescribed under applicable provisions. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors and that they comply with the independence requirements under the Auditing Standards issued by the Institute of Company Secretaries of India and other relevant rules and regulations.

The remuneration payable to Mr. Ankur Dineshchandra Gandhi for the Secretarial Audit will be decided by the Board of Directors. Any revision in remuneration for subsequent year(s) of their term shall be approved by the Board of Directors (including its Committee(s) thereof) from time to time, as may be required. Further, the Company may obtain certifications and avail other permissible professional services from Mr. Ankur Dineshchandra Gandhi as may be required under statutory regulations from time to time.

The remuneration for such certifications and services will be paid on mutually agreed terms.

The Board recommends the Resolutions set forth in Item Nos. 4 for the approval of the Members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos. 4 of the Notice.