

# ORIENTAL CARBON & CHEMICALS LIMITED

Corporate Identity Number (CIN) – L24297GJ1978PLC133845  
Regd. Off.: Plot No. 30-33, Survey No. 77, Nishant Park, Nana Kapaya,  
Mundra, Kachchh, Gujarat-370415  
Email: investors@agventures.co.in ;  
Website: www.agventuresltd.com

## NOTICE

**NOTICE** is hereby given that the **45<sup>th</sup> (Forty Fifth) Annual General Meeting of Oriental Carbon & Chemicals Limited will be held on Monday, 28<sup>th</sup> July, 2025 at 02.00 p.m.** IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arvind Goenka [DIN: 00135653], who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Shifting of the Registered Office of the Company from one state to another**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to the Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Gujarat” to the “State of Uttar Pradesh” and consequently, to substitute and replace the existing Clause 2 of the Memorandum of Association of the Company by the following Clause:

“2. The Registered Office of the Company will be situated in the State of Uttar Pradesh.”

**RESOLVED FURTHER THAT** the Operational & Finance Committee of the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in the State of Uttar Pradesh, as they may consider appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to any of its Committee, Directors, Company Secretary or any other officer(s)) as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

#### **4. To approve payment of Commission/Remuneration to Mr. Akshat Goenka as a Non-Executive Director of the Company for the Financial Year 2025-26**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V thereto and the rules made thereunder and Regulation 17(6) (ca) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at their respective meeting held on 28<sup>th</sup> May, 2025, the consent of the Members of the Company be and is hereby accorded for payment of such commission/remuneration, not exceeding Rs.125 Lakh in aggregate, as the Board may decide, on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non-Independent Director of the Company, for the financial year 2025-26, payable quarterly subject to overall limit as prescribed under Section 197(1)(ii) of the Act and as approved by the Members, notwithstanding that such remuneration may exceed fifty percent of the total annual remuneration payable to all the other Non-Executive Directors of the

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in the financial year 2024-25, the Company will pay such commission/remuneration, not exceeding Rs. 125 Lakh in aggregate, as approved by the Board, based on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non Independent Director of the Company, in accordance with the provisions of Section 197(3) read with Schedule V to the Act, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(ii) and in the Table in Schedule V, Part II, Section II (A) to the Act.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be expedient, proper and necessary to give effect to the above resolution.

**5. Appointment of Mrs. Mitali Gupta (DIN- 11119860) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, Regulations 16, 17 and 25 and such other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) (“SEBI Listing Regulations”) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Mitali Gupta (DIN- 11119860), who was appointed as an Additional Director, in Independent Category, by the Board of Directors of the Company with effect from May 28, 2025, in terms of Section 161 of the Act read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from May 28, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Mrs. Mitali Gupta (DIN- 11119860) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and the SEBI Listing Regulations.

**6. Appointment of secretarial auditor of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 179(3) and 204 of the Companies Act, 2013 and Rules made thereunder, Regulation 24A read with Regulation 36 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, M/s. P. Sarawagi & Associates, Company Secretaries, (Firm Registration No. PRN. S1998WB022800) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of AGM of the Company due to be held in the Year 2030, covering the financial years 2025-26 to 2029-30, at such remuneration as may be fixed by the Board of Directors of the Company (‘the Board’). The Board of Directors, in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.”

**Registered Office:**

Plot No. 30-33, Survey No. 77  
Nishant Park, Nana Kapaya  
Mundra, Kachchh  
Gujarat- 370415

**By order of the Board**

Place: Noida  
Date: May 28, 2025

**Vipin**  
Company Secretary  
Membership No. A55308

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the special businesses to be transacted at this Annual General Meeting (AGM), is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”), vide General Circulars No. 14/2020 dated April 8 2020, No. 17/2020 dated April 13 2020, and subsequent circulars issued in this regard by the Ministry of Corporate Affairs (“MCA”), the latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as ‘SEBI Circulars’) have permitted to hold the Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
3. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the aforesaid MCA Circulars, SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 45th AGM of the Company is being held through VC/ OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required at this meeting.
4. Notice of 45th AGM and the Annual Report (including Financial Statements, Board’s Report, Auditor’s Report and other documents required to be attached therewith) for the financial year 2024-25, are being sent only through email to the Members whose name appear in the register of members/ depositories as at closing of business hour on June 30, 2025 their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the 45th Annual Report containing Notice, Financial statements and other documents are available on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) where the Company’s shares are listed and is also available on the website of the Company ([www.agventuresltd.com](http://www.agventuresltd.com)). The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who request for the same in writing to the Company.
5. The Company has engaged the services of MUFG Intime India Private Limited (MIPL or RTA) for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below.
6. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of commencement or thereafter during the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a 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, stakeholder relationship committee, auditors, etc., who are allowed to attend the AGM without restriction on a first come first-served basis.
7. Since the meeting is being conducted through VC/OAVM, Members will not be able to appoint proxies for the meeting and no Route Map is annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.  
  
Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the board resolution/ letter of authority/power of attorney to the Scrutinizer by e-mail to [pawan.sarawagi@gmail.com](mailto:pawan.sarawagi@gmail.com) and to the Company at [investors@agventures.co.in](mailto:investors@agventures.co.in) through its registered E-mail Address.
8. 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 Companies Act, 2013 and hence no attendance slip is attached to the notice.
9. A recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in the safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording the minutes of the proceedings of this AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of a permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their depository participants, with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the registrar and share transfer agent, MIPL.
11. Members are requested to contact the Company’s registrar & share transfer agent, MIPL, contact person Mr. Kuntal Mustafi [Phone: (033) 40049728/40731698, Email ID [kolkata@in.mpms.mufig.com](mailto:kolkata@in.mpms.mufig.com)], if they have any

queries or for redressal of their complaints, or contact Mr. Vipin, Company Secretary of the Company, at the Corporate Office of the Company [Phone: (0120) 2446850; Email: [investors@agventures.co.in](mailto:investors@agventures.co.in)]

12. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice.

Further, as required under Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India ("SS2 on General Meetings"), a brief profile of the Directors proposed to be appointed/re-appointed is set out in the Explanatory Statement to this Notice.

13. Any Member desirous of receiving any information/clarification on Financial Statements or operations of the Company, is requested to forward his/her queries, specifying his/her name along with Folio No./DP & Client ID details, to the Share Department of the Company at the Corporate Office or through e-mail at [investors@agventures.co.in](mailto:investors@agventures.co.in) at least 10 working days prior to the AGM, so that required information can be made available at the AGM.

14. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer the same to the Unpaid/Unclaimed Account is required to be transferred to the Investor Education Protection Fund (IEPF), constituted by the Central Government. During FY 2024-25, the unclaimed dividend amount of Rs. 15,52,264/- and Rs. 6,80,094/- towards the unpaid dividend account of the Company for the financial year 2016-17 (Final Dividend) and 2017-18 (Interim Dividend) were transferred to Investor Education and Protection Fund. The said amounts remained unclaimed for seven years, despite reminder letters having been sent to each of the members concerned.

15. The Final Dividend for the financial year ended March 31, 2018 and Interim Dividend for the financial year ended March 31, 2019, which remains unpaid or unclaimed, will be due for transfer to IEPF on September 01, 2025 and December 07, 2025, respectively.

The Company has been sending reminders to those Members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The details of the

unpaid/unclaimed dividend are also uploaded on the Company's website [www.agventuresltd.com](http://www.agventuresltd.com).

Pursuant to provision of Section 124(6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority.

Members, who have not encashed their dividend warrants for the year ended March 31, 2019 or subsequent thereto are requested to lodge their claims with the Company.

Members, who have not encashed their dividend warrants for the above mention dividends are requested to lodge their claims with the Company.

16. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and RTA of the Company by email to [investors@agventures.co.in](mailto:investors@agventures.co.in) or [kolkata@in.mpms.mufg.com](mailto:kolkata@in.mpms.mufg.com) in or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.

17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Limited, immediately of:

- a) Change of their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with Complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. 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; and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MIIPL for any assistance in this regard.

19. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. For Transmission cases shareholders are requested to submit Form ISR-5 as specified vide SEBI Circular No.

SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022.

20. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, the facility for making the nomination, cancellation or variation of the nomination is available to the members holding the shares in physical form. Members desirous of making nominations are requested to send their requests in Form SH.13. Further, SEBI vide its Circular dated November 3, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
21. Relevant documents referred to in the accompanying notice or explanation statement are open for inspection by the members at the AGM through the electronic facility and such documents will also be available for inspection in physical or electronic form at the registered office on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM.
22. The register of directors and key managerial personnel and their shareholding, maintained under Section 170; the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with rules issued thereunder; and all other documents referred to in the accompanying notice will be available for inspection by the members in electronic mode at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to the MIPL e-voting system at <https://instavote.linkintime.co.in>.
23. The Board has appointed Mr. Pawan Kumar Sarawagi (Membership No. FCS 3381), of M/s. P Sarawagi & Associates, Company Secretaries, Kolkata as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.agventuresltd.com](http://www.agventuresltd.com) and on the website of RTA immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

**26. Instructions for remote e-voting and joining the Annual General Meeting are as follows:**

The remote voting period begins on July 25, 2025, at 9:00 a.m. and ends on July 27, 2025, at 5:00 p.m. During this period, members of the company, holding shares either in physical form or in dematerialized form as of the cut-off date of Monday, July 21, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by MIPL for voting thereafter. A person who is not a member as of the cut-off date should treat this notice for informational purposes only.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facilities to their shareholders in respect of all shareholder resolutions. However, it has been observed that the participation of the public, non institutional shareholders, and retail shareholders is at a negligible level.

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

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for all the demat account holders, by way of a single login credential through their demat accounts or the websites of depositories or 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 the ease and convenience of participating in the e-voting process.

**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1** - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2** - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
  - b) Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1** – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: [https://web.cdslindia.com/myeasitoken/Home/Login\\_or\\_www.cdslindia.com](https://web.cdslindia.com/myeasitoken/Home/Login_or_www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing myeasi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2** - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website

- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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.

\*Shareholders holding shares in NSDL form, shall provide ‘D’ above

\*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- 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).

- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. 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).

E. 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.

**Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.
 

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
  - b) Click on “Votes Entry” tab under the Menu section.
  - c) Enter the “Event No.” for which you want to cast vote.
 

Event No. can be viewed on the home page of InstaVote under “On-going Events”.
  - d) Enter “16-digit Demat Account No.” for which you want to cast vote.
  - e) 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).
  - f) 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.

OR

**METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.

- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
 

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 70000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding**

securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

#### **INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means

of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
  - A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.
  - 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. Mobile No: Enter your Mobile No.
  - D. Email ID: Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

#### **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders 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 your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that 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.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business as mentioned in accompanying Notice dated May 28, 2025.

**Item No. 3**

Presently, the Registered Office of the Company is situated in the State of Gujarat at Plot No. 30-33 Survey No. 77 Nishant Park, Nana Kapaya Kachchh Gujarat 370415 All the Manufacturing facilities of the Company were in the State of Gujarat & Haryana.

Since, the Manufacturing facilities of the Company has been demerged and transferred to OCCL Limited (Resulting Company) w.e.f. July 01st 2024, the Company is no longer engaged in any business activity in Gujarat, hence the Board of Directors of the Company at its meeting held on May 28, 2025 decided to shift the Registered Office of the Company from State of Gujarat to the State of Uttar Pradesh, subject to the requisite approval of the shareholders of the Company and approval of the Central Government through the Hon'ble Regional Director, Western Region, Ahmedabad.

The Board is of the view that for better administrative convenience, optimum utilization of available resources and to reduce the overall expenses, it would be necessary to shift the Registered Office of the Company to the State of Uttar Pradesh and it would be in no way be detrimental to the interest of any

of the stakeholder, including employees, shareholders and creditors, of the Company in any manner.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration in the Memorandum of Association (“MOA”) requires approval of the Shareholders of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the Shareholders is sought for shifting of the Registered Office of the Company from the State of Gujarat to the State of Uttar Pradesh and consequently for altering Clause 2 of the Memorandum of Association of the Company. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e. July 27, 2025. The documents shall also be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to [investors@agventures.co.in](mailto:investors@agventures.co.in) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

Subsequent to your approval, requisite application will be made to the Central Government, i.e., the Hon'ble Regional

Director, North Western Region, as required under the Act.

The Board of Directors recommends the resolution set forth in the Notice for the approval of the Shareholders by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) and/or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

#### **Item No. 4**

Pursuant to demerger of Chemical business of the Company, Executive Directors of the Company including Mr. Akshat Goenka ceased to be Executive Director of the Company from close of business hours on June 30, 2024. Consequently, there was no Managing Director or Whole time Director of the Company w.e.f. July 1, 2024. Mr. Akshat Goenka however, continue to serve the Company as Non-Executive Director, Promoter of the Company.

Keeping in view the valuable contribution, responsibilities and the time devoted by Mr. Akshat Goenka in the Investment business, the Nomination and Remuneration Committee and Board of Directors of the Company at their meetings held on May 28, 2025, has recommended payment of Commission / Remuneration not exceeding Rs.125 Lakh to him for the Financial Year 2025-26. The commission as proposed along with the remuneration drawn by Mr. Akshat Goenka, from Duncan Engineering Limited, the subsidiary Company, where he serves as the Managing Director of the Company may exceed the maximum limit admissible under Section 197 of the Companies Act, 2013. Further, in the event of loss or inadequacy of profits in the financial year 2025-26, the Company would pay such commission/remuneration, not exceeding Rs. 125 Lakh, as the Board may decide, based on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non-Independent Director of the Company, as minimum remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act, notwithstanding that such remuneration, together with the remuneration drawn by him from the Company's subsidiary may exceed the limits prescribed under Section 197(1)(ii) and in the Table in Schedule V, Part II, Section II (A) to the Act. Hence, the proposed resolution, as set out in Item No. 4, requires to be approved by Members of the Company by way of a Special Resolution.

The information required as per Schedule V of the Companies Act, 2013 are provided in the **Annexure – B** to this Notice.

Mr. Akshat Goenka having experience of more than 15 years is the main force behind the Investment business of the Company and has been instrumental in helping and guiding the Company towards its investment strategy focused at optimising short term and long term returns. As the Non-Executive Director of the Company, Mr. Goenka shall continue

to provide vision, dynamism and leadership which will help the Company achieve high standards of corporate governance, innovation, brand visibility and overall growth. His role in leveraging his wide network of relationships will always be beneficial to the Company. The Board deems it appropriate to recognize his contribution and deems it fair to suitably remunerate him as proposed.

Regulation 17(6)(ca) of the SEBI Listing Regulations necessitates Members' approval by way of a Special Resolution for paying remuneration to one Non-Executive Director in excess of 50 percent of the total remuneration payable to all Non-Executive Directors of the Company. The proposed remuneration to be paid to Mr. Akshat Goenka, will exceed 50 percent of the total annual remuneration payable to all the Non-Executive Directors.

Thus, the consent of the Members of the Company is being sought by way of a Special Resolution.

The Board recommends the Special Resolution, as set out at Item No. 4 of the Notice, for approval by the Members of the Company. Except Mr. Akshat Goenka and Mr. Arvind Goenka, Directors and their relatives, none of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 4 of the Notice.

#### **Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") the Board of Directors of the Company at its meeting held on May 28, 2025, has appointed Mrs. Mitali Gupta (DIN- 11119860) as an Additional Director (in Independent Category) of the Company, with effect from that date. In terms of Section 161 of the Companies Act, 2013 (the "Act"), she holds office up to the date of this Annual General Meeting ("AGM") of the Company.

Further, based on the recommendations of the NRC, subject to the approval of the Members of the Company and in compliance with the provisions of Sections 149, 152 of the Act read with Schedule IV thereto, the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and the Remuneration Policy of the Company, the Board has appointed Mrs. Mitali as Independent Director of the Company, for a term of 5 (five) consecutive years with effect from May 28, 2025. The period of office of Mrs. Mitali as an Independent Director of the Company shall not be liable to determination by retirement of directors by rotation.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mrs. Mitali for appointment as an Independent Director of the Company.

In terms of the provisions of the Act, Mrs. Mitali Gupta has filed requisite consent/ disclosures/declarations before the Board.

The Company has also received intimation from her in Form DIR-8, to the effect that she is not disqualified and further confirmed that she is also not debarred from being appointed as director in any company, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mrs. Mitali has also given a declaration to the effect that she meets the criteria of Independent Director.

Mrs. Mitali Gupta, aged about 39 years, is an Advocate, practicing lawyer at the High Court of Delhi. She graduated in Law from Campus Law Centre, Delhi University. She has done Masters in Law in Dispute Resolution from Jindal Global University. Her practice areas are Arbitration, Commercial and Sports.

She has been accredited in Commercial Mediation by the Indian Institute of Corporate Affairs. She is a Mediator with the Delhi High Court Mediation & Conciliation Centre, Samadhan'. She is also a certified mediator accredited by the Straus Institute for Dispute Resolution, Pepperdine University, California U.S.A. She is an accredited Mediator with SIMI at Singapore.

Formed part of the trainers' team of Online Mediation Training organized by the Mediation and Conciliation Committee of the High Court of Jammu & Kashmir (Masalihah) and Uttarakhand High Court of and The 40 Hours Certification Program organised by Sulah and Maadhyam in association with JATF ADR Centre and JITO. She formed part of the trainers' team of Mediation training at Bennett University and Manav Rachna University. Has been part of trainer's team of Mediation Training held in Indian Law Institute.

She was the Member in the Working Group constituted by the Government of India (Ministry of Youth and Sports) for the drafting of the National Sports Development Bill, 2013.

She also assisted the Committee of Experts constituted by the Government of India (Ministry of Information and Broadcasting) in 2013 to examine the issues of certification under Cinematograph Act, 1952 and suggest draft amendments to the said Act.

She does not hold any equity shares in the Company and any Directorship or Committee positions in other Public Limited Companies. She has not resigned as Director from the Board of any Company during the last three years.

In the opinion of the Board, Mrs. Mitali Gupta, who possesses appropriate skills, experience, proficiency and knowledge, meets the criteria of independence as stipulated under Section 149(6) of the Act, and Rules framed thereunder read with Regulation 16 of the SEBI Listing Regulations and that she is independent of the management. In terms of Section 150 of the Act and rules made thereunder, Mrs. Mitali is registered with the Indian Institute of Corporate Affairs (IICA) and she is exempted from online proficiency self-assessment test.

Mrs. Mitali is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on

Net Profits of the Company as may be recommended by the Board from time to time.

Mrs. Mitali Gupta meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Legal & Secretarial matters, Regulatory Compliances, Financial matters, Critical and Innovative Thoughts and Knowledge of business sector.

A brief profile of Mrs. Mitali Gupta is provided in the **Annexure – A** to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI.

Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, the approval of the Members of the Company is to be obtained, by way of a Special Resolution, at the next general meeting or within three months from the date of appointment, whichever is earlier.

Considering experience and expertise of Mrs. Mitali Gupta and recommendation of the NRC, the Board is of the view that the appointment of Mrs. Mitali Gupta as Independent Director of the Company shall be of immense benefit to the Company and accordingly, the Board recommends the Resolution as set out in Item No. 5 of this Notice, for approval of the Members by way of a Special Resolution.

The documents mentioned in the resolution shall be made available for inspection, electronically by the Members of the Company, on a virtual platform and in physical form at the Registered Office of the Company, during 11:00 A.M. to 1:00 P.M. on all working days, except Saturdays, up to the date of the Annual General Meeting.

Except Mrs. Mitali Gupta and her relatives, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in the Resolution as set out in Item No. 5 of this Notice.

#### **Item 6**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), M/s. P. Sarawagi & Associates, Company Secretaries (Firm Registration Number - S1998WB022800) has served as Secretarial Auditors of the Company for the financial year 2024-25.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024, the Company is now required to appoint the Secretarial Auditor for a period of 5 consecutive years with the approval of

Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before March 31, 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

M/s. P. Sarawagi & Associates, Company Secretaries, is a Peer Reviewed Proprietorship Firm (PRN. 1128/2021), bearing Unique Identification No. S1998WB022800, led by CS P.K. Sarawagi (Membership No. FCS-3381 and C.P. No. 4882). CS Sarawagi is a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India with more than 35 years of post-qualification experience in areas of Corporate Laws, Secretarial, Accounts, Audit, Taxation and Finance. They offer a wide range of Corporate Law and Secretarial services to their diverse client base, including Secretarial Audits of some of the reputed corporates in India.

M/s. P. Sarawagi & Associates, meet all the eligibility and independence criteria, to act as the Secretarial Auditors of the Company and have given their consent to act as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26, if appointed.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. P. Sarawagi & Associates as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 50th AGM of the Company due to be held in the Year 2030, covering the financial year ending on

March 31, 2026 till financial year ending March 31, 2030, subject to the approval of the members of the Company. The Board of Directors in consultation with the Audit Committee, fixed the remuneration payable for the financial year 2025-26 at Rs.1,25,000/- (Rupees one lakhs twenty five thousand only), plus any out of pocket expenses and other applicable taxes. The remuneration for the remaining term shall be fixed/revised by the Board of the Company based on the recommendation of Audit Committee.

The consent letter of M/s P. Sarawagi & Associates will be available for inspection of Members through the electronic facility and will also be available for inspection in physical or electronic form at the Registered Office of the Company on all working days, except Saturdays, from 11:00 a.m. to 01:00 p.m. up to the date of the AGM.

The Board Recommends the Resolution set out at Item No. 6 for approval by the Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

**Registered Office:**

Plot No. 30-33, Survey No. 77  
Nishant Park, Nana Kapaya  
Mundra, Kachchh  
Gujarat- 370415

Place: Noida  
Date: May 28, 2025

**By order of the Board**

**Vipin**  
Company Secretary  
Membership No. A55308

### Annexure – A to the Explanatory Statement

The brief resume and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2, in relation to appointment/re-appointment of the Directors at the 45th AGM, is as under:

Name of Director	Mr. Arvind Goenka	Mrs. Mitali Gupta
Designation	Non-Executive Director, Non-Independent Director	Non-Executive, Independent Director
DIN	00135653	11119860
Date of Birth (Age)	June 05, 1962 (63 Years)	May 06, 1986 (39 Years)
Qualifications	B Com (Hons)	Law Graduate
Terms and conditions of reappointment	As per the terms of original appointment	As per the terms of original appointment
Number of meetings of the Board attended during the financial year 2024-25	5 out of 5 meetings in FY 2024-25	Not Applicable
Chairman/members of the Committee of the Board of Directors of the Company	<b>Chairman:</b> CSR Committee Operational and Finance Committee <b>Member:</b> Stakeholders Relationship Committee Risk Management Committee	Nil
Directorship held in Other Company	Duncan Engineering Limited Duncan International (India) Ltd Dynamic Success Projects Private Limited OCCL Limited	Nil
Committee position held in others	<b>Duncan Engineering Limited</b> <u>Chairman:</u> Stakeholders Relationship Committee <u>Member:</u> Nomination and remuneration committee <b>OCCL Limited</b> <u>Chairman:</u> NIL <u>Member:</u> Stakeholders Relationship Committee CSR Committee Operational and Finance Committee	Nil
Relationship with other Directors	Mr. Akshat Goenka (Son)	Not Applicable
Date of first appointment on the Board	May 21, 1986	May 28, 2025
No. of equity shares held in the Company	1,07,500	Nil

### Annexure – B to the Explanatory Statement

<b>I. GENERAL INFORMATION:</b>		
1.	Nature of industry	The Company is engaged in the business of trading and investments of Commodity
2.	Date or expected date of commencement of commercial production	Not Applicable
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	FY 2024-25: Revenue from Operations: Rs. 10,827.61 Lakh; Profit Before Tax: Rs. 1,096.92 Lakh; Profit After Tax: Rs. 562.02 Lakh  FY 2023-24: Revenue from Operations: 8,216.80 Lakh Profit Before Tax: 1,631.46 Lakh Profit After Tax: 1,444.85 Lakh
5.	Foreign investments or collaborations, if any.	The Company has not made any foreign direct investments or collaborations.

<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Akshat Goenka is a Graduate in Economics and International Relations from University of Pennsylvania, USA, an Ivy League Institution. He is also an alumnus of Harvard Business School. He has experience of more than 15 years and he is the main force behind the Investment business of the Company and has been instrumental in helping and guiding the Company towards its investment strategy focused at optimizing short term and long term returns. He provides vision, thought and leadership which has helped the Company achieve high standards of corporate governance, innovation, brand visibility and overall growth.
2.	Expertise in specific functional area	Global Marketing, Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, spearheading new projects and Finance and Accounts.
3.	Qualifications	Graduate in Economics and International Relations
4.	Past remuneration	FY 2024-25: Salary: Rs. 17.64 Lakh Commission: Rs. 80.00 Lakh Contribution to Provident Fund: Rs.2.11 Lakh Perquisites and other allowances: Rs. 25.47 Lakh
5.	Recognition or awards	Not Applicable
6.	Job profile and his suitability	Mr. Akshat Goenka has a deep understanding of the management of the affairs of the Company and considering his strong academic background and rich industry experience, the Board of Directors is of the opinion that the services of Mr. Akshat Goenka should be available to the Company.
7.	Remuneration proposed	FY 2025-26: Commission: Rs. 125 Lakh
8.	Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Akshat Goenka has rich industry experience in the management of the affairs of the Company. Considering his experience and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
9.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	Mr. Akshat Goenka is the son of Mr. Arvind Goenka, Non- Executive Director.

<b>III. Other information:</b>		
1.	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 and pursuant to the provision of SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	The Company continues to take necessary steps to improve its future performance.
3.	Expected increase in productivity and profits in measurable terms	The management has taken concrete steps to improve overall business growth and profitability. However, the actual outcome shall depend upon the prevailing global and local economic and geopolitical situation.

**Registered Office:**

Plot No. 30-33, Survey No. 77  
Nishant Park, Nana Kapaya  
Mundra, Kachchh  
Gujarat- 370415

Place: Noida  
Date: May 28, 2025

**By order of the Board**

**Vipin**  
Company Secretary  
Membership No. A55308