

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the Members of SBICAP Ventures Limited will be held at a shorter notice on 25th September 2023 at 3:30 p.m. at the Board Room, 12th Floor Marathon Futurex, A Wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013, to transact the following business:

ORDINARY BUSINESS:

 To adopt the audited Financial Statement as on 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon and comments of Comptroller & Auditor General of India (CAG) under section 143(6) of the Companies Act, 2013 and in this regard.

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

"**RESOLVED THAT** the audited Balance sheet of the Company as on 31st March 2023, the audited Statement of profit and loss for the year ended 31st March 2023, the Auditors' report and comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013 thereon, together with the Directors' Report, be and are hereby received, considered and adopted."

- 2) To appoint a director in place of Shri. Shesh Ram Verma (DIN:10177209) who retires by rotation and being eligible, offered himself for reappointment.
- To consider and authorize the Board to fix the remuneration of Statutory Auditor of the company as appointed by the Comptroller & Auditor General of India (CAG) for the financial year 2023-2024.

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





"RESOLVED THAT, the Board of the Directors be and hereby authorized to fix the remuneration of the Statutory Auditor of the Company as will be appointed by Comptroller and Auditor General of India for the financial year 2023-2024."

SPECIAL BUSINESS:

4) Appointment of Shri. Anshuman Tripathi (DIN: 09848464) as Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and any other applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Anshuman Tripathi (DIN: 09848464),who was appointed as an Additional Independent Director of the Company with effect from 4th January 2023 under Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for one year w.e.f. 4th January 2023 to 3rd January 2024 and the period of his office shall not liable to retire by rotation in Annual General Meeting.

RESOLVED FURTHER THAT any Director and/or the CS & Compliance Officer of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."





5. To consider and accord for re-appointment of Shri Suresh Kozhikote (DIN: 08183787) as Managing Director & CEO and Whole-Time Key Managerial Personnel of the Company and approve the terms & conditions of such appointment including remuneration.

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

"RESOLVED THAT in terms of Article 148 and all other applicable Articles of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and all the applicable Rules made under the Companies Act, 2013, approval of the Members be and is hereby accorded for re-appointment of Shri Suresh Kozhikote (DIN:08183787), as Managing Director and Chief Executive Officer of the Company, with effect from 1st June 2023 till 31st May 2024 or until further instructions from State Bank India, whichever is earlier on the remuneration and terms and conditions as are applicable to SBI Officers in TEGSS-I (Chief General Manager) grade as per details set out in the Annexure-A and for payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time.

RESOLVED FURTHER THAT the terms of remuneration as set out in the (Annexure A below) of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved as per SBI Officers' Service Rules in TEGSS-I herein be continued to be paid as minimum remuneration to the MD&CEO."

By order of the Board,

Place: Mumbai Date: 21st September 2023 Suresh Kozhikote





NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('The Meeting') Is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The Instrument appointing the proxy should, however, be deposited at the registered office of the company not less than Forty-Eight Hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding Fifty and Holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member Holding more than Ten Percent of the total Share Capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. A blank proxy Form is enclosed. PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

- The Register of Directors and Key Managerial Personnel and their Shareholding shall be produced at the commencement of the Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person having a right to attend the Meeting.
- 3. Members/proxies/authorized representatives should bring the duly filled in Attendance Slip enclosed herewith to attend the Meeting.
- 4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- 5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 6. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment at this Annual General Meeting under Item No. 2,4 and 5 of the Notice, is annexed hereto.





- 7. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms a part of this notice.
- 8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

As required under Secretarial Standards on General Meetings (SS-2), details of Director proposed for appointment is given below:

Name of	Shri. Shesh Ram	Shri. Anshuman	Shri. Suresh
Director	Verma	Tripathi	Kozhikote
DIN	10177209	09848464	08183787
Designation	Non-Executive Nominee	Independent Director	Managing Director &
	Director		CEO
Date of Birth	20/12/1967	11/10/1973	17/05/1964
Date of first	26/05/2023	04/01/2023	01/06/2020
appointment			
on the Board			
Qualifications	He is B. Com with	He has pursued BE	He is a Commerce
	master's degree in	(EE) from M M	Graduate, a Certified
	economics, CAIIB Part I	Malaviya Engineering	Associate of the
	& II and holds Post	College, MS	Indian Institute of
	Graduate Diploma in	(Computer Science)	Bankers and has a
	Financial Advising, AMFI,	from University of	Diploma in Treasury,
MSME, General Californ		California, Irvine,	Investment and Risk
Insurance, AML & KYC.		PMP (Public Policy &	Management.
		Social Innovation),	
		GSB, Stanford	
		University and MS	
		(Management, Sloan	
		Fellow) from	
		Graduate School of	
		Business, Stanford	
		University	

Markets Linebool



		SB	SICAP Ventures Ltd.
Experience	Shri Shesh Verma has over		Prior to his
	31 years of banking	of experience across	appointment at SVL
	experience, having started	international markets.	Shri. Kozhikote was
	his career as a	Over the decades he	the General Manager-
	Probationary Officer with	has worked with	Private Equity at the
	State Bank of India in 1991.	emerging technologies,	State Bank of India
	He has held various	Fortune 500 companies	(SBI) Corporate
	positions in India, across	and circular economy	Center, Mumbai.
	multiple functions viz.,	MSMEs. He has also	
	Retail Banking, Commercial	been a project lead with	Shri. Kozhikote has
	Banking, Branch Banking,	Stanford University's	over 36 years'
	High Value Credit, Import	elite Alumni Consulting	experience in
	Export Finance, Forex	Team (ACT). ACT	banking, having
	Operations, Retail Branch	focuses on strategy	started his career
	Head, Commercial Branch	consulting for corporate	with the State Bank
	Head, Controllers of	boards in the San	Group in 1987. Mr.
	Commercial Banking	Francisco Bay area. Mr.	Kozhikote has
	Branches etc.,	Tripathi specializes in	handled assignments
	Prior to assuming charge as	growing	both in India and
	President & Chief	entrepreneurial	overseas across
	Operating Officer of	ecosystems across	various functions. He
	SBICAP with effect from	sectors, worldwide. As	has been in treasury
	23rd May 2023, his roles	an impact	operations for more
	included General Manager	entrepreneur, he co-	than 18 years from a
	at Pune with 4 corporate	founded a circular	Forex dealer to Head
	branches catering 200	economy startup in the	– Treasury. His
	corporate and non-	United States and grew	assignments include
	corporate customers of	its operations	Vice President
	entire Madya Pradesh and	internationally. He also	(Treasury) at SBI
	Maharashtra (ex-Mumbai),	has global consulting	Central Treasury
	from May 2021 to May	experience in defense,	Hong Kong, Dy
	2023.	aerospace,	General Manager at
	He was DGM in Credit	semiconductors, public	State Bank of Patiala
	Management, SBI,	policy,	as Head of Treasury
	Corporate Centre from July	500 Capital	



	SB	ICAP Ventures
2020 to April 2021, DGM	entrepreneurship and	and then as Head of
and Branch Head, CCG	social innovation.	Retail
Branch, Nehru Place, New	On the investment side,	
Delhi from June 2019 to		Operations covering
June 2020. He was RM at	Mr. Tripathi focuses on	Delhi NCR, Haryana &
Overseas Branch, New	startup and MSME	Rajasthan. Also, as
Delhi from June 2018 to	investments from	Dy. General Manager
May 2019 with credit	government grants to	(Taxation), he was in
portfolio of 10 large	venture capital.	charge of GST project
corporate customers,	Furthermore, Mr.	in SBI. As General
including 4 large PSUs.	Tripathi has been an	Manager- Private
The most challenging	advisor to large fund	Equity, he managed
assignment of his career	managers worldwide on	SBI's portfolio of
was maintaining top	emerging technologies.	Private Equity,
ranking in Business growth	Mr. Tripathi is a Sloan	Strategic
as well as compliance	Fellow from Stanford	Investments, and
amongst all 7 zones of	Graduate School of	Investments in AIF.
Patna Circle, when he was	Business, California,	
the Dy GM and Zonal Head	with an extra	
at Dhanbad, Jharkhand	certification in public	
from Sept 2016 to May	policy and social	
2018 where he headed 4	innovation.	
regions having 180		
branches including 3 SME		
Branches, 2 RASMECCS, 6		
districts headquarter		
branches and 175 retails		
branches spread over 6		
districts of State.		
Lie was ACM 0. Durach		
He was AGM & Branch		
Head for the Overseas		
Branch Moradabad (U.P.)		
with a team of 50 Officers		
and staff, engaged in	2 Start	
providing entire range of	Markets Linebool	



Banking services to large exporters of metal and non-metal who supply handicrafts to entire world. During the period 1991 to 2010, he had held assignments spanning various facets Relationship Manager Corporate customers at Overseas Branch, Kanpur, Team Leader Processing at LHO Lucknow, Chief Manager and Branch Head, Credit Specialist, Division Manager, Credit Offerer, Human Resources Manager, Branch Manager and Assistant Manager and Assistant Manager General general Banking in Kanpur, and Lucknow, Utar Pradesh. Shareholding One equity share on the behalf SBI Capital Markets Markets Limited Number of 01 03 meetings Hold during the tenure of Imited			30	ICAP ventures
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handicrafts to entire world.During the period 1991 to 2010, he had held assignments spanning various facets of Relationship Manager – Corporate customers at Overseas Branch, Kanpur, Team Leader – Credit Processing at LHO Lucknow, Chief Manager and Branch Head, Credit Specialist, Division Manager, Credit Officer, Human Resources Manager, Branch Manager – General Banking in Kanpur, and Lucknow, Uttar Pradesh.Shareholding in the behalf SBI Capital Markets LimitedOne equity share on the behalf SBI Capital Markets LimitedNoneOne equity share on the behalf SBI Capital Markets LimitedNumber of meetings held during the tenure of010318		exporters of metal and		
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Relationship Manager - Corporate customers at Overseas Branch, Kanpur, Team Leader - Credit Processing at LHO Lucknow, Chief Manager and Branch Head, Credit Specialist, Division Manager, Credit Officer, Human Resources Manager, Branch Manager and Assistant Manager - General Banking in Kanpur, and Lucknow, Uttar Pradesh.NoneOne equity share on the behalf SBI Capital Markets LimitedShareholding to mumber of meetings held during the tenure ofOnO1O318				
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Manager, Branch Manager and Assistant Manager – General Banking in Kanpur, and Lucknow, Uttar Pradesh.Image: CompanyImage: Company <th></th> <th>Manager, Credit Officer,</th> <th></th> <th></th>		Manager, Credit Officer,		
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meetings held during the tenure of			02	
held during the tenure of			05	10
the tenure of	_			
	the Director			





Number of	01		03	18		
meetings						
attended by						
the Director						
Directorships	03		0	0		
held in other						
Companies as						
on date						
Particulars of	Nil		Nil	Nil		
Committee						
Chairmanship						
held in other						
Companies						
Particulars of	SBICAP Se	curities Limited	Nil	Nil		
Committee						
Membership						
held in other						
Companies						
	1	Committee of				
		Directors				
	2	Information				
		Technology				
		Strategy				
		Committee				
	3	Risk				
		Management				
		Committee				
	4	Corporate				
		Social				
		Responsibility				
		Committee				
	5	Audit				
		Committee				
L	I	I				





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	6	Nomination		
		and		
		Remuneration		
		Committee		
	SBICAP Tr	ustee Companys		
	Limited			
	1	Audit		
		Committee		
	2	Corporate		
		Social		
		Responsibility		
		Committee		
	3	Committee of		
		Directors		
Relationship	NIL		NIL	NIL
with other				
Directors /				
KMP of the				
Company				
Terms and	As mentio	ned in resolution	As mentioned in	As mentioned in
Conditions of			resolution	resolution
appointment/	intment/			
re-				
appointment				
Remuneration	Nil		Nil	As mentioned in
sought to be	sought to be			resolution
paid				
Remuneration	Nil		Nil	As mentioned in
last drawn for			explanatory	
the financial				statement
year ended				
31 st March,				
2023				
	•			





Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 4

Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014, every public company having paid-up share capital of Rs. 10 crore or more shall have at least two directors as independent directors.

Accordingly, on the basis of recommendation of Nomination & Remuneration Committee, the Board of Directors had appointed Shri. Anshuman Tripathi as an Additional Independent Director with effect from 4th January 2023 to 3rd January 2024.

In terms of provisions of Section 161(1) of Companies Act 2013, Shri. Anshuman Tripathi holds would hold office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act signifying its intention to propose Shri. Anshuman Tripathi as a candidate for the office of Independent director of the Company.

In the opinion of the Board, Shri. Anshuman Tripathi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and possesses the appropriate skills and knowledge for appointment as an Independent Director of the Company.

The Brief profile along with the copy of the draft letter of appointment containing terms and conditions of appointment of Shri. Anshuman Tripathi as Independent Director and written notice under Section 160 mentioned above is available for inspection at the Registered Office of the Company by any member during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

Item No. 5

The Board of SBICAP Ventures Limited has approved the re-appointment of Shri Suresh Kozhikote (DIN: 08183787) as Nominee Director, MD & CEO and Key Managerial Personnel (KMP) of the Company.





In terms of Section 196, 197, 203 and Schedule V of the Companies Act 2013, subject to approval of the Members of the Company, the Board of SBICAP Ventures Limited in their meeting held on 19th April 2023, has accorded approval for re-appointment of Shri. Suresh Kozhikote (DIN: 08183787) as Nominee Director and MD&CEO and Key Managerial Personnel for a period of One year i.e. from 1st June, 2023 to 31st May, 2024 or until further instructions from the State Bank of India, whichever is earlier, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGSS-I (Chief General Manager) grade as per details set out in the Annexure-A and for payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the company as applicable to SBI deputees and approved by the Board from time to time.

The Nomination and Remuneration Committee of the Company through in their meeting held on 19th April 2023, had approved the proposal for re-appointment of Shri. Suresh Kozhikote (DIN: 08183787) as Nominee Director, Managing Director & CEO of the Company.

Annexure – (A)

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGSS-I (Chief General Manager) grade payable to Shri. Suresh Kozhikote (DIN: 08183787) as Managing Director & CEO (KMP):

1.	Basic Pay	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 183,950/- per month
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs.93,406.91/- per month
3.	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 1,400/- per month
4.	Fixed Personal Pay	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 4,517/- per month.
5.	Prof. Qualification Pay	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 2,550/- per month.
5.	Deputation Allowance	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 27,592.50 /- per month.
6.	Special Allowance	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs.36,790.00 /- per month.
7.	Learning Allowance	As per SBI Officers' Service Rules in TEGSS I.
		Presently Rs. 600/- per month.
8.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGSS I.





10.	Gratuity	As per SBI Officers' Service Rules in TEGSS I.
11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGSS I.
12.	Travelling Expenses	As per SBI Officers' Service Rules in TEGSS I.
13.	Halting Allowance and eligibility	As per SBI Officers' Service Rules in TEGSS I.
	for stay	
14.	Leave	As per SBI Officers' Service Rules in TEGSS I.
15.	Provision of Car	As per SBI Officers' Service Rules in TEGSS I.
16.	Medical Benefits	As per SBI Officers' Service Rules in TEGSS I.
17.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGSS I.
18.	Encashment of Privilege	As per SBI Officers' Service Rules in TEGSS I.
	Leave	
19.	Membership of Clubs	As per SBI Officers' Service Rules in TEGSS I.
20.	Personal entertainment	As per SBI Officers' Service Rules in TEGSS I.

Also, all other remuneration and benefits sanctioned /enhanced (including grade acquired on account of promotion) from time to time for to SBI Officers in TEGSS-I (Chief General Manager) grade.

Alongwith salary, allowance and perquisites, the following would be payable to the Bank by the borrowing organisation:

i) Bank's contribution to Provident Fund	10% of Basic Pay
ii) Bank's contribution to Pension Fund	10% of Basic pay
iii) Contribution towards leave Salary	At the end of the period of deputation, leave salary corresponding to leave earned during the period of deputation but not availed during the said period shall be payable to the Bank.
iv) Leave Travel concession	If the officer does not avail the leave travel concession while on deputation, the cost of leave travel concession proportionate to the period of deputation, would be payable to the Bank at the end of the period of deputation.

It is now proposed to seek the approval of the Members of the Company for re-appointment of Shri. Suresh Kozhikote (DIN: 08183787) as Managing Director & CEO and Key Managerial Personnel, on the terms and conditions including remuneration and other benefits as applicable to SBI Officers in TEGSS-I (Chief General Manager) grade of State Bank of India (as set out in the Annexure A) and as approved by the Board of Directors of the company.





Shri. Suresh Kozhikote, Managing Director & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

Shri Suresh Kozhikote satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment as Managing Director & Key Managerial Personnel of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri. Suresh Kozhikote has been appointed as Managing Director & Chief Executive Office at SBICAP Ventures Limited (SVL) in June 2020. Prior to his appointment at SVL Shri. Kozhikote was the General Manager- Private Equity at the State Bank of India (SBI) Corporate Center, Mumbai.

Shri. Kozhikote has over 36 years' experience in banking, having started his career with the State Bank Group in 1987. Shri. Kozhikote has handled assignments both in India and overseas across various functions. He has been in treasury operations for more than 18 years from a Forex dealer to Head – Treasury. His assignments include Vice President (Treasury) at SBI Central Treasury Hong Kong, Dy General Manager at State Bank of Patiala as Head of Treasury and then as Head of Retail Operations covering Delhi NCR, Haryana & Rajasthan. Also, as Dy. General Manager (Taxation), he was in charge of GST project in SBI. As General Manager- Private Equity, he managed SBI's portfolio of Private Equity, Strategic Investments, and Investments in AIF.

Shri. Suresh Kozhikote is a Commerce Graduate, a Certified Associate of the Indian Institute of Bankers and has a Diploma in Treasury, Investment and Risk Management.

The above may be treated as a written memorandum setting out the terms of appointment of Shri. Suresh Kozhikote under Section 190 of the Act.

The Board of Directors recommend the resolutions proposed in Item No. 5 as Ordinary Resolution, respectively, for the approval of the Members.





None of the Directors or the Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this item, except to the extent of their Shareholding interest, if any, in the Company.

By order of the Board

Place: Mumbai

Date: 21st September 2023

Suresh Kozhikote MD & CEO





PROXY FORM

FORM No. MGT 11

(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):		
Registered Address:		
E-mail ID:	Folio No./Client ID:	DP ID:

I/We, being the member(s) holding ______ shares of SBICAP Ventures Limited, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature	Signature	Signature
, or failing him/her	, or failing him/her	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the company, to be held on 25th September 2023 at 3:30 p.m. at the Board Room, Marathon Futurex, 12th floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:





Item	Particulars	For	Against
No.			
Ordin	ary Business	1	
1.	To adopt the audited Financial Statement as on 31^{st} March 2023,		
	together with the Reports of the Board of Directors and Auditors thereon		
	and comments of Comptroller & Auditor General of India (CAG) under		
	section 143(6) of the Companies Act, 2013.		
2.	To appoint a director in place of Shri Shesh Ram Verma (DIN:		
	10177209) who retire by rotation and being eligible, offer himself for		
	re-appointment.		
3.	To consider and authorize the Board to fix the remuneration of Statutory		
	Auditor of the company as appointed by the Comptroller & Auditor		
	General of India (CAG) for the financial year 2023-2024.		
4.	Appointment of Shri. Anshuman Tripathi (DIN: 09848464) as		
	Independent Director of the Company.		
5.	To consider and accord for re-appointment of Shri Suresh Kozhikote		
	(DIN: 08183787) as Managing Director & CEO and Whole-Time Key		
	Managerial Personnel of the Company and approve the terms &		
	conditions of such appointment including remuneration.		

Signed this _____ day of _____2023

Affix Re. 1 Revenue Stamp

Signature of the shareholder:

Signature of Proxy holder(s):

Note: This Form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





ATTENDANCE SLIP

Folio No. /DP ID / Client ID:	
Number of shares held:	
Name of the attending Member/Proxy*:	

I certify that I am a member / proxy* for the member of the Company.

I hereby record my presence at the 18th Annual General Meeting of the members of the Company held on 25th September 2023 at 3:30 p.m. at the Board Room, Marathon Futurex, 12th floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013

Name of the Member / Proxy* (In BLOCK letters) Signature of the Member / Proxy*

*Strike out whichever is not applicable.

Note:

- 1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
- Electronic copy of Notice of the 18th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of Notice of 18th Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.





ROUTE MAP

Venue: at the Board Room, Marathon Futurex, 12th floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013



