DEEPAK HOUSEWARE & TOYS LIMITED
(Formerly known as Deepak Houseware & Toys Pvt. Ltd.)
Plot No. SP2-875, Riico Ind. Area, Pathredi Bhawadi, Distt. Khairthal-Tijara (Raj.) 301019
Email: Info@urbantots.in Phone No: + 91 9588269063
GST NO. 08AAHCD8936G1ZB CIN No. U25111RJ2020PLC070129

NOTICE OF 04TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 04TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DEEPAK HOUSEWARE & TOYS LIMITED ("THE COMPANY") *(FORMERLY KNOWN AS DEEPAK HOUSEWARE & TOYS PRIVATE LIMITED)* WILL BE HELD ON SATURDAY, NOVEMBER 30, 2024 AT 02:00 P.M. (IST), THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC/OAVM") TO TRANSACT FOLLOWING BUSINESS(ES):

ORDINARY BUSINESSES:

ITEM NO. 01 - ADOPTION OF FINANCIAL STATEMENTS:

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

"**RESOLVED THAT** the Audited Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2024, along with explanatory notes thereon, Auditor's report thereon and Report of the Board of Directors be and are hereby received, considered, approved and adopted."

ITEM NO. 02 - APPOINT A DIRECTOR IN PLACE OF MR. DEEPAK CHAUDHARY (DIN: 00074249) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Deepak Chaudhary (DIN: 00074249), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESSES:

ITEM NO. 03 - APPOINTMENT OF MR. LUV CHAWLA (DIN: 07953808) AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT Mr. Luv Chawla, being appointed as an Additional Director in the category of Non-Executive Director of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”), with effect from October 01, 2024 by the Board of Directors and who holds office upto the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director in the category of Non-Executive Director of the Company.

RESOLVED FURTHER THAT Mr. Luv Chawla shall be a Director whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.’’

ITEM NO. 04 - APPOINTMENT OF MR. KARAN BHATIA (DIN: 10465343) AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT Mr. Karan Bhatia, being appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”), with effect from October 01, 2024 by the Board of Directors and who holds office up to the date of this Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Karan Bhatia shall be a Director whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.’’

ITEM NO. 05 - APPOINTMENT OF MR. KARAN BHATIA (DIN: 10465343) AS WHOLETIME 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V the Companies Act, 2013 and the approval of the board, the consent of the members be and is hereby accorded to the appointment of Mr. Karan Bhatia, as a Whole-time Director of the Company for a term of three (3) years with effect from October 01, 2024 to September 30, 2027 and upon the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and or agreement in such manner as may be agreed between the Board of Directors and Mr. Karan Bhatia notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Karan Bhatia holding office as Whole-time Director, the remuneration and perquisites set out in the explanatory statement annexed hereto, be paid or granted to Mr. Karan Bhatia, as minimum remuneration during his tenure.

RESOLVED FURTHER THAT the consent is also accorded for an annual increment of upto 10% in every financial year over his last drawn renumeration during the period of 3 years of his tenure as stated above.

RESOLVED FURTHER THAT Mr. Karan Bhatia shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation effected by operation of law, cease to be the Whole-time Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 06- <u>APPOINTMENT OF MR. ANMOL ARORA (DIN: 10465342) AS DIRECTOR OF THE COMPANY:</u>

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

RESOLVED THAT in pursuance of the provisions of Section 152 of the Companies Act and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as well as the stipulations within the Articles of Association of the Company and recommendation of the Board of Directors, Mr. Anmol Arora who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. November 30, 2024.

RESOLVED FURTHER THAT Mr. Anmol Arora shall be a Director whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 07 - <u>APPOINTMENT OF MR. ANMOL ARORA (DIN: 10465342) AS WHOLE-TIME DIRECTOR OF THE COMPANY:</u>

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V the Companies Act, 2013 and as per recommendation of the Board, the consent of the members be and is hereby accorded to the appointment of Mr. Anmol Arora (DIN: 10465342), as a Whole-time Director of the Company for a term of three (3) years with effect from November 30, 2024 to October 31, 2027 and upon the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and or agreement in such manner as may be agreed between the Board of Directors and Mr. Anmol Arora notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Anmol Arora holding office as Whole-time Director, the remuneration and perquisites set out in the explanatory statement annexed hereto, be paid or granted to Mr. Anmol Arora, as minimum remuneration during his tenure.

RESOLVED FURTHER THAT the consent is also accorded for an annual increment of upto 10% in every financial year over his last drawn renumeration during the period of 3 years of his tenure as stated above.

RESOLVED FURTHER THAT Mr. Anmol Arora shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation effected by operation of law, cease to be the Whole-time Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 08- APPOINTMENT OF MR. ANKIT MITTAL (DIN: 10465344) AS DIRECTOR OF THE COMPANY:

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

RESOLVED THAT in pursuance of the provisions of Section 152 of the Companies Act and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as well as the stipulations within the Articles of Association of the Company and recommendation of the Board of Directors, Mr. Ankit Mittal who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. November 30, 2024.

RESOLVED FURTHER THAT Mr. Ankit Mittal shall be a Director whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 09 - APPOINTMENT OF MR. ANKIT MITTAL (DIN: 10465344) AS WHOLE-TIME 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V the Companies Act, 2013 and as per recommendation of the Board, the consent of the Company be and is hereby accorded to the appointment of Mr. Ankit Mittal (DIN: 10465344), as a Whole-time Director of the Company for a term of three (3) years with effect from November 30, 2024 to October 31 2027 and upon the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and or agreement in such manner as may be agreed between the Board of

Directors and Mr. Ankit Mittal notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Ankit Mittal holding office as Whole-time Director, the remuneration and perquisites set out in the explanatory statement annexed hereto, be paid or granted to Mr. Ankit Mittal, as minimum remuneration during his tenure.

RESOLVED FURTHER THAT the consent is also accorded for an annual increment of upto 10% in every financial year over his last drawn renumeration during the period of 3 years of his tenure as stated above.

RESOLVED FURTHER THAT Mr. Ankit Mittal shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation effected by operation of law, cease to be the Whole-time Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 10- APPROVE THE REVISION IN REMUNERATION PAYABLE TO MR. DEEPAK CHAUDHARY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company and subject to such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Deepak Chaudhary, Executive Director of the Company, as set out in the explanatory statement attached hereto, from the period April 01, 2024 to September 03, 2024, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO. 11 - TO DESIGNATE AND APPROVE THE APPOINTMENT OF MR. DEEPAK CHAUDHARY (DIN: 00074249) AS CHAIRMAN & MANAGING 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto (including any statutory modification or re-enactment thereof, for the time being in force), Memorandum and the Articles of Association of the Company and approval of the board of Directors of the Company, the consent of the members be and is hereby accorded to designate and appoint Mr. Deepak Chaudhary (DIN: 00074249) as Chairman & Managing Director of the Company for a period of Three (3) years with effect from September 04, 2024 to September 03, 2027, upon the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and or agreement in such manner as may be agreed to between the Board of Directors and Mr. Deepak Chaudhary notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT Mr. Deepak Chaudhary shall be a Director whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Deepak Chaudhary holding office as Chairman and Managing Director, the remuneration and perquisites set out in the explanatory statement annexed hereto, be paid or granted to Mr. Deepak Chaudhary, as minimum remuneration during his tenure.

RESOLVED FURTHER THAT the consent is also accorded for an annual increment of upto 10% in every financial year over his last drawn renumeration during the period of 3 years of his tenure as stated above.

RESOLVED FURTHER THAT Mr. Deepak Chaudhary shall be subject to retirement by rotation during his tenure as Chairman and Managing Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation effected by operation of law, cease to be the Chairman and Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.''

ITEM NO.12 - APPROVE THE BORROWING LIMIT PURSUANT TO THE PROVISIONS OF SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company and approval of the Board of the Directors, the consent of the members of the Company be and is accorded to borrow from time to time by way of loans, overdraft facilities, working capital etc., from any bank(s), financial institution(s), company, bodies corporate(s), person(s) etc., including but not limited to availing credit limits through non- fund based limits i.e. bank guarantee, letter of credit etc. or by any other means as deemed fit, against the security of or creating charge on term deposits, fixed deposits, movables, or immovables or such other assets as may be required or as unsecured at any time or from time to time, any sum or sum of money(ies) which together with money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed INR 50,00,00,000/- (Rupees Fifty Crores only).

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as proper or desirable or expedient to give effect to the above resolution."

ITEM NO.13- **<u>APPROVE THE CREATION OF MORTGAGE AND/OR CHARGE PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:</u>**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association of the Company and approval of the Board of the Directors, the consent of the members of the Company be and is hereby accorded to mortgage and/or create charge on all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner as the Board may think fit, together with the power to take over the management of the business and concern of the Company in certain events, for securing any loans and /or advances already obtained or to be obtained from any financial institutions/ Banks/insurance companies or other persons, and all interests, compound/additional interest, commitment charge, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans for which the charge is to be created, provided however, that the total amount so secured shall not at any time exceed a sum of Rs. 50,00,00,000/- (Rupees Fifty Crores only).

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as proper or desirable or expedient to give effect to the above resolution."

By order of the Board of Directors of
Deepak Houseware & Toys Limited
(Formerly Deepak Houseware & Toys Private Limited)

Sd/-
Deepak Chaudhary
Chairman and Managing Director
DIN: 00074249
Address: H-402, Pilot Court, Essel Tower
M.G. Road, Sector-28, Sikandarpur
Ghosi (68) Gurgaon Haryana-122002

Date: 01.10.2024
Place: Bhiwadi

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 read with Rules made thereunder, the following explanatory Statement sets out all material facts relating to the item No. 3 to 13 mentioned in the accompanying Notice of the 04th Annual General Meeting of the Company.

ITEM NO. 3

Mr. Luv Chawla, 40 years old, holds a Bachelor of Commerce and a master's degree in finance. He has 9 years of experience in the finance sector, specializing in areas such as investment analysis, financial planning, risk management, and portfolio management.

The Board of Directors had appointed Mr. Luv Chawla (DIN: 07953808) as an Additional Director in the category of Non-Executive Director of the Company w.e.f. October 01, 2024. In terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Luv Chawla (DIN: 07953808) holds office as Additional Director, up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, in terms of the requirements of the Section 152 and Section 160 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Luv Chawla (DIN: 07953808) as a Director of the Company.

The Company had received a consent from Mr. Luv Chawla (DIN: 07953808), signifying his intention to be appointed as a Director of the Company.

Other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in **Annexure A.**

Except Mr. Luv Chawla, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no. 3 of the accompanying Notice for the approval of the Members.

ITEM NO. 4& 5

The Board of Directors, at their meeting held on October 01, 2024, appointed Mr. Karan Bhatia as an Additional and Whole-time Director of the Company, for a term of three years with effect from October 01, 2024 to September 30, 2027, subject to the approval of the shareholders of the Company at the 04th Annual General Meeting of the Company.

Mr. Karan Bhatia aged 33 years and is a Graduate and he has Ten (10) years' rich experience in Sales and Marketing. His experience helps him understand what customers want and how to promote products effectively.

The approval of the members is being sought with respect to the terms and conditions for the appointment of Mr. Karan Bhatia as Director and further designated as Whole-time Director and the remuneration payable to Mr. Karan Bhatia. The Board of Directors at their meeting held on October 01, 2024 had approved the payment of following remuneration:

Pay Component	Annual (INR)	Monthly (INR)
Basic	9,30,000	77,500
HRA	9,30,000	77,500
FBP	0	0
PF	0	0
Gratuity	0	0
Total Base Pay - Amount	18,60,000	1,55,000
Target Bonus	7,042	585
LTI and other perquisites	**0**	**0**

An abstract of the terms & conditions of appointment of Mr. Karan Bhatia, Whole-time Director is as stated above.

Member may note in this regard, the Company has received a notice from a member of the Company under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Karan Bhatia for office of Director of the Company. Mr. Karan Bhatia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The resolution for appointment of Mr. Karan Bhatia, is appropriate and in the best interests of the Company.

Other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in **Annexure A.**

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION

(1)	**Nature of Industry**	:	Houseware and Toys
(2)	**Date of commencement of Commercial Operation**	:	06/08/2020
(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**	:	As stated below

(***Rs. In Lakhs***)

S. No.	Particulars	FY 2023-24	FY 2022-23
1.	Total Income	7951.36	4969.82
2.	Total Expenditure	7128.63	4471.37
3.	Profit/ (Loss) before Tax	822.73	498.46
4.	Profit/ (Loss) after Tax	710.30	418.43
5.	Other Comprehensive Income	0	0
6.	Total Income/ (loss) for the year	710.30	418.43

(5)	**Foreign investments or collaborators, If any**	None

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Karan Bhatia, aged 33 years, is the employee of the Company and has a total work experience of around Ten (10) years' rich experience in Sales and Marketing.

(2) Past remuneration:

(Rs. in lacs)

Name	Designation	Salary(Rs.)	Perquisites (Rs.)	Incentives(Rs.)	Total (Rs.)
-	-	-	-	-	-

(3) Job profile and his suitability, recognition or awards:

Mr. Karan Bhatia is a Graduate person and he has Ten (10) years' rich experience in Sales and Marketing. He helps drive business growth by understanding customer needs and creating effective strategies. His ability to build strong relationships and promote products effectively makes him a key asset to any team.

(4) Remuneration Proposed:

As specified in the above table. The proposed remuneration payable to Mr. Karan Bhatia has been approved by the Board of Directors in their meetings held on October 01, 2024 subject to approval of shareholders of the Company.

(5) 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 w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Karan Bhatia and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:

Besides, the remuneration proposed, Mr. Karan Bhatia does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit:

During the Financial year 2023-24, the Company experienced inadequate profits primarily due to its initial years of operation, which has resulted in initial setup costs and lower brand recognition in the competitive houseware and toys market. Additionally, ongoing investments in marketing and product development have contributed to lower profit margins as the company focuses on building its presence and customer base.

(2) Steps taken or proposed to be taken for improvement:

To improve profitability, the Company is enhancing our marketing efforts to attract more customers, diversifying our product range, and reviewing costs to save money. We're also building partnerships with retailers and seeking customer feedback to better meet market needs.

(3) Expected increase in productivity and profit in measurable terms:

The Company anticipates an increase in productivity over the next year by implementing improved processes and ramping up our marketing efforts. As a result, we expect this to drive a rise in profits as we attract more customers and broaden our product range.

Except Mr. Karan Bhatia, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no. 4 and Special Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

ITEM NO. 6&7

The Board of Directors, at their meeting held on October 01, 2024, had recommended the appointment of Mr. Anmol Arora as Director and Whole-time Director of the Company, for a term of three (3) years with effect from November 30, 2024 to October 31, 2027, subject to the approval of the shareholders of the Company at the 04th Annual General Meeting.

Brief profile of Mr. Anmol Arora

Mr. Anmol Arora aged 36 years, is a graduate person, with 13 (Thirteen) years of work experience in Sales and Marketing.

The approval of the members is being sought with respect to the terms and conditions for the appointment of Mr. Anmol Arora as Director and Whole-time Director along with remuneration payable to Mr. Anmol Arora. The Board of Directors at their meeting held on October 01, 2024 had approved and recommended the payment of following remuneration:

Pay Component	Annual (INR)	Monthly (INR)
Basic	9,00,000	75,000
HRA	9,00,000	75,000
FBP	0	0
PF	0	0
Gratuity	0	0
Total Base Pay - Amount	18,00,000	1,50,000
Target Bonus	7,019	585
LTI and other perquisites	**0**	**0**

An abstract of the terms & conditions of appointment of Mr. Anmol Arora, Whole-time Director is as stated above.

Member may note in this regard, the Company has received a notice from a member of the Company under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Anmol Arora for office of Director of the Company. Mr. Anmol Arora satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The resolution for appointment of Mr. Anmol Arora, is appropriate and in the best interests of the Company.

Other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in **Annexure A.**

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:

I. **GENERAL INFORMATION**

(1)	**Nature of Industry**	:	Houseware and Toys
(2)	**Date of commencement of Commercial Operation**	:	06/08/2020
(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**	:	As stated below
			(*Rs. In Lakhs*)

S. No.	**Particulars**	**FY 2023-24**	**FY 2022-23**
1.	Total Income	7951.36	4969.82
2.	Total Expenditure	7128.63	4471.37
3.	Profit/ (Loss) before Tax	822.73	498.46
4.	Profit/ (Loss) after Tax	710.30	418.43
5.	Other Comprehensive Income	0	0
6.	Total Income/ (loss) for the year	710.30	418.43
(5)	**Foreign investments or collaborators, If any**	**:** None	

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Anmol Arora, aged 36 years, is the employee of the Company and has a total work experience of around 13 (Thirteen) years in Sales and marketing.

(2) Past remuneration:

(Rs. in lacs)

Name	**Designation**	**Salary(Rs.)**	**Perquisites (Rs.)**	**Incentives(Rs.)**	**Total (Rs.)**
-	-	-	-	-	-

(3) Job profile and his suitability, recognition or awards:

Mr. Anmol Arora is 36 years old and has about 13 years of experience in Sales and Marketing. He has a strong understanding of how to connect with customers and promote products effectively. His expertise helps the company grow and succeed in a competitive market.

(4) Remuneration Proposed:

As specified in the above table. The proposed remuneration payable to Mr. Anmol Arora has been approved and recommended by the Board of Directors in their meetings held on October 01, 2024 subject to approval of shareholders of the Company.

(5) 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 w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Anmol Arora and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:

Besides, the remuneration proposed, Mr. Anmol Arora does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit:

During the Financial year 2023-24, the Company experienced inadequate profits primarily due to its initial years of operation, which has resulted in initial setup costs and lower brand recognition in the competitive houseware and toys market. Additionally, ongoing investments in marketing and product development have contributed to lower profit margins as the company focuses on building its presence and customer base.

(2) Steps taken or proposed to be taken for improvement:

To improve profitability, the Company is enhancing our marketing efforts to attract more customers, diversifying our product range, and reviewing costs to save money. We’re also building partnerships with retailers and seeking customer feedback to better meet market needs.

(3) Expected increase in productivity and profit in measurable terms:

The Company anticipates an increase in productivity over the next year by implementing improved processes and ramping up our marketing efforts. As a result, we expect this to drive a rise in profits as we attract more customers and broaden our product range.

Except Mr. Anmol Arora, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no. 6 and Special Resolution set out at item no. 7 of the accompanying Notice for the approval of the Members.

ITEM NO. 8&9

The Board of Directors, at their meeting held on October 01, 2024, had recommended the appointment of Mr. Ankit Mittal as Director and Whole-time Director of the Company, for a term of three (3) years with effect from November 30, 2024 to October 31, 2027, subject to the approval of the shareholders of the Company at the 04th Annual General Meeting.

Mr. Ankit Mittal is 32 years old and has four years of experience as the Operational Head of the company. In this role, he oversees daily operations, ensuring that all processes run smoothly and efficiently. His leadership helps the team stay organized and focused on meeting goals.

The approval of the members is being sought with respect to the terms and conditions for the appointment of Mr. Ankit Mittal as Director and Whole-time Director and the remuneration payable to Mr. Ankit Mittal. The Board of Directors at their meeting held on October 01, 2024 had approved and recommended the payment of following remuneration:

Pay Component	Annual (INR)	Monthly (INR)
Basic	4,50,000	37,500
HRA	4,50,000	37,500
FBP	0	0
PF	0	0
Gratuity	0	0
Total Base Pay - Amount	9,00,000	75,000
Target Bonus	7,019	585
LTI and other perquisites	**0**	**0**

An abstract of the terms & conditions of appointment of Mr. Ankit Mittal, Whole-time Director is as stated above.

Member may note in this regard, the Company has received a notice from a member of the Company under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Ankit Mittal for office of Director of the Company. Mr. Ankit Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The resolution for appointment of Mr. Ankit Mittal, is appropriate and in the best interests of the Company.

Other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in **Annexure A.**

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION

(1)	**Nature of Industry**	**:**	Houseware and Toys
(2)	**Date of commencement of Commercial Operation**	**:**	06/08/2020
(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**	**:**	As stated below

(***Rs. In Lakhs***)

S. No.	Particulars	FY 2023-24	FY 2022-23
1.	Total Income	7951.36	4969.82
2.	Total Expenditure	7128.63	4471.37
3.	Profit/ (Loss) before Tax	822.73	498.46
4.	Profit/ (Loss) after Tax	710.30	418.43
5.	Other Comprehensive Income	0	0
6.	Total Income/ (loss) for the year	710.30	418.43
(5)	**Foreign investments or collaborators, If any**	**:** None	

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Ankit Mittal is 32 years old and has four years of experience as the Operational Head of the company. He is responsible for overseeing daily operations and ensuring everything runs efficiently.

(2) Past remuneration:

(Rs. in lacs)

Name	Designation	Salary(Rs.)	Perquisites (Rs.)	Incentives(Rs.)	Total (Rs.)
-	-	-	-	-	-

(3) Job profile and his suitability, recognition or awards:

Mr. Ankit Mittal is 32 years old and has four years of experience in his field. He serves as the Operational Head of the company, where he oversees daily operations and ensures everything runs smoothly. His role is crucial in maintaining efficiency and helping the company achieve its goals.

(4) Remuneration Proposed:

As specified in the above table. The proposed remuneration payable to Mr. Ankit Mittal has been approved and recommended by the Board of Directors in their meetings held on October 01, 2024 subject to approval of the shareholders of the Company.

(5) 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 w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Ankit Mittal and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:

Besides, the remuneration proposed, Mr. Ankit Mittal does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit:

During the Financial year 2023-24, the Company experienced inadequate profits primarily due to its initial years of operation, which has resulted in initial setup costs and lower brand recognition in the competitive houseware and toys market. Additionally, ongoing investments in marketing and product development have contributed to lower profit margins as the company focuses on building its presence and customer base.

(2) Steps taken or proposed to be taken for improvement:

To improve profitability, the Company is enhancing our marketing efforts to attract more customers, diversifying our product range, and reviewing costs to save money. We’re also building partnerships with retailers and seeking customer feedback to better meet market needs.

(3) Expected increase in productivity and profit in measurable terms:

The Company anticipates an increase in productivity over the next year by implementing improved processes and ramping up our marketing efforts. As a result, we expect this to drive a rise in profits as we attract more customers and broaden our product range.

Except Mr. Ankit Mittal, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no. 8 and Special Resolution set out at item no. 9 of the accompanying Notice for the approval of the Members.

ITEM NO. 10 &11

The Board of directors had appointed Mr. Deepak Chaudhary as an Executive Director of the Company in the year 2022. The said Director has withdrawn the remuneration INR 21 lakhs per annum and INR 42 lakhs per annum during the financial year 2022-23 and 2023-24 respectively.

The Board at their meeting held on April 01, 2024 had considered the revision in remuneration payable to Mr. Deepak Chaudhary with effect from April 01, 2024 to September 03, 2024 subject to necessary approvals.

At the time of the aforesaid appointment and revision in remuneration of Mr. Deepak Chaudhary, the Company was a private Company and later it was converted into Public Company with effect from May 02, 2024.

Pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 The approval of the members is being sought with respect to revision in remuneration of Mr. Deepak Chaudhary, Executive Director of the Company from the period April 01, 2024 to September 03, 2024 as under and the same be paid as an arrears for the said period:

Pay Component	Monthly (INR)
Basic	7,50,000
HRA	7,50,000
FBP	0
PF	0
Gratuity	0
Total Base Pay - Amount	15,00,000
Target Bonus	585
LTI and other perquisites	**0**

Further, the Board of Directors, at their meeting held on September 04, 2024, had recommended to designate and appointment of Mr. Deepak Chaudhary as Chairman & Managing Director of the Company, for a term of three years with from September 04, 2024 to September 03, 2027, subject to the approval of the shareholders of the Company at the Fourth Annual General Meeting.

<u>Brief profile of Mr. Deepak Chaudhary</u>

Mr. Deepak Chaudhary is a Director and promoter of the Company and is a post graduate with over 10 years of work experience in the field of the houseware and toys industry. He has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

Mr. Chaudhary is also a person of integrity who possesses required expertise and his association as a Chairman and Managing Director will be beneficial to the Company.

The approval of the members is being sought with respect to the terms and conditions for the designate and appointment of Mr. Deepak Chaudhary as Chairman & Managing Director and the remuneration payable to Mr. Deepak Chaudhary. The Board of Directors at their meeting held on September 04, 2024 had approved the payment of following remuneration:

Pay Component	Annual (INR)	Monthly (INR)
Basic	90,00,000	7,50,000
HRA	90,00,000	7,50,000
FBP	0	0
PF	0	0
Gratuity	0	0
Total Base Pay - Amount	1,80,00,000	15,00,000
Target Bonus	7019	585
LTI and other perquisites	**0**	**0**

An abstract of the terms & conditions to designate and appointment of Mr. Deepak Chaudhary, Chairman & Managing Director is as stated above.

Member may note in this regard, the Company has received a notice from a member of the Company under Section 160 of the Companies Act, 2013, stating its intention to propose the candidature of Mr. Deepak Chaudhary for office of Director of the Company. Mr. Deepak Chaudhary satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The resolution for appointment of Mr. Deepak Chaudhary, is appropriate and in the best interests of the Company.

Other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified in **Annexure A.**

The statement of information as required under Schedule V of the Companies Act, 2013 is as under: -

I. GENERAL INFORMATION

(1)	**Nature of Industry**	**:**	Houseware and Toys
(2)	**Date of commencement Commercial Operation**	**:**	06/08/2020
(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**	**:**	As stated below
			(*Rs. In Lakhs*)
S. No.	**Particulars**	**FY 2023-24**	**FY 2022-23**
1.	Total Income	7951.36	4969.82
2.	Total Expenditure	7128.63	4471.37
3.	Profit/ (Loss) before Tax	822.73	498.46
4.	Profit/ (Loss) after Tax	710.30	418.43
5.	Other Comprehensiv Income	0	0
6.	Total Income/ (loss) for th year	710.30	418.43
(5)	**Foreign investments collaborators, If any**	None	None

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Mr. Deepak Chaudhary is a director and promoter of the Company who have extensive experience in the houseware and toys industry, with a strong background in product development and marketing. He is focusing on innovation and quality to meet consumer needs. His leadership combines a passion for design with a commitment to sustainable practices, positioning the Company for growth in this competitive market.

(2) Past remuneration:

(Rs. in lacs)

Name	Designation	Salary(Rs.)	Perquisites (Rs.)	Incentives(Rs.)	Total (Rs.)
Mr. Deepak Chaudhary	Managing Director	42 Per annum	-	-	42 Per annum

(3) Job profile and his suitability, recognition or awards:

Mr. Deepak Chaudhary is the Promoter and Chairman of the Company. He had over 10 years of rich and varied experience. He plays a vital role in the management and administration of the affairs of the Company.

(4) Remuneration Proposed:

As specified in the below table. The proposed remuneration payable to Mr. Deepak Chaudhary has been approved by the Board of Directors in their meetings held on September 04, 2024.

Pay Component	**Annual (INR)**	**Monthly (INR)**
Basic	90,00,000	7,50,000
HRA	90,00,000	7,50,000
FBP	0	0
PF	0	0
Gratuity	0	0
Total Base Pay - Amount	1,80,00,000	15,00,000
Target Bonus	7019	585
LTI and other perquisites	**0**	**0**

(5) 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 w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Deepak Chaudhary and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:

Besides, the remuneration proposed, Mr. Deepak Chaudhary does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit:

During the Financial year 2023-24, the Company experienced inadequate profits primarily due to its initial years of operation, which has resulted in initial setup costs and lower brand recognition in the competitive houseware and toys market. Additionally, ongoing investments in marketing and product development have contributed to lower profit margins as the company focuses on building its presence and customer base.

(2) Steps taken or proposed to be taken for improvement:

To improve profitability, the Company is enhancing our marketing efforts to attract more customers, diversifying our product range, and reviewing costs to save money. We're also building partnerships with retailers and seeking customer feedback to better meet market needs.

(3) Expected increase in productivity and profit in measurable terms:

The Company anticipates an increase in productivity over the next year by implementing improved processes and ramping up our marketing efforts. As a result, we expect this to drive a rise in profits as we attract more customers and broaden our product range.

Except Mr. Deepak Chaudhary and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No.10 and 11.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolutions set out at item no. 10 and 11 of the accompanying Notice for the approval of the Members

ITEM NO. 12 & 13

As per the provisions of Section 180(1)(c) of the Companies Act, 2013("the Act"), the Board can borrow money subject to the condition that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose and securities premium unless the Members have authorized the Board to borrow the monies up to some higher limits.

The Company would be required to borrow funds from time to time by way of loans, overdraft facilities, working capital etc. from any bank(s), financial institution(s), company, bodies corporate(s), person(s) etc., including but not limited to availing credit limits through non- fund based limits i.e. bank guarantee, letter of credit etc. or by any other means.

Hence now, it is proposed to empower and authorize the Board to borrow money from bank(s), financial institution(s), company, bodies corporate(s), person(s) etc., in excess of paid up share capital and free reserves and securities premium of the Company of an amount not exceeding INR 50,00,00,000 (Rupees Fifty crores Only) (including the money already borrowed by the Company) for the general corporate purpose.

The resolution as set out at Item No. 12 of the Notice is placed for your approval by way of Special Resolution of the aforesaid limits of borrowing by the Board up to an amount not exceeding INR 50,00,00,000 (Rupees Fifty crores Only) (including the money already borrowed by the Company).

The said borrowings by way of loans, overdraft facilities, working capital etc. may be required to be secured by way of charge through lien / hypothecation / mortgage over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180 (1) (a) of the Act, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence the approval of the Members of the Company is required by way of an Special Resolution as set out at Item No. 13 of the Notice.

Accordingly, the Board recommends passing of the resolutions as set out under Item No. 12 and Item No. 13 for approval of members as a **Special Resolution.**

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions except to the extent of their shareholding in the Company, except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors of
Deepak Houseware & Toys Limited
(Formerly known as Deepak Houseware & Toys Private Limited)

Sd/-
Deepak Chaudhary
Chairman and Managing Director
DIN: 00074249
Address: H-402, Pilot Court, Essel Tower
M.G. Road, Sector-28, Sikandarpur
Ghosi (68) Gurgaon Haryana-122002

Date: 01.10.2024
Place: Bhiwadi

The details of Directors seeking appointment/re-appointment, in item no 2,3,4,5,6,7, 8, 9 , 10 & 11 as per requirements of Companies Act, 2013, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

S. No.	Particulars	Mr. Luv Chawla (DIN-07953808)	Mr. Karan Bhatia (DIN-10465343)	Mr. Anmol Arora (DIN-10465342)	Mr. Ankit Mittal (DIN-10465344)	Mr. Deepak Chaudhary (DIN: 00074249)
1.	Date of Birth and Age	16/02/1994, 40 years	22/12/1991, 32 years	19/09/1994, 30 years	17/09/1992, 32 years	05/03/1984 40 years
2.	Date of first Appointment	01/10/2024	01/10/2024	26/03/2024	26/03/2024	06/08/2020
3.	Qualification	Post Graduate	Graduate	Graduate	Graduate	Postgraduate
4.	Experience and expertise in specific functional area	9 years Finance	10 Years, Sales & Marketing	10 Years, Sales & Marketing	4 Years, Operation Head	10 years, in Houseware and Toys, Corporate, Legal, Financial affairs, business development, strategic planning, etc.
5.	Directorships held in Other Companies in India	Billionapolis Management Private Limited	Dykaa Smart Solutions Private Limited	Dykaa Smart Solutions Private Limited	Dykaa Smart Solutions Private Limited	Dykaa Smart Solutions Private Limited
6.	Chairman/ Member of the Committee of the Board of other Companies in which they are director	N.A	N.A	N.A	N.A	N.A
7.	Shareholding in “Deepak Houseware and Toys Limited”	NIL	15,385	15,384	137,300	2,66,69,230
8.	Inter-se Relationship between Directors/ Mangers/Key Managerial Personnel (“KMP”)	None	None	None	None	None
9.	Terms and Conditions of Appointment/ Re-appointment	Key terms and conditions of appointment and as	Key terms and conditions of appointment and as	Key terms and conditions of appointment and as	Key terms and conditions of appointment and as	Key terms and conditions of appointment and as

	and Remuneration	mentioned in the explanatory statement at item of No. 3 of this notice	mentioned in the explanatory statement at item of No. 4 & 5 of this notice	mentioned in the explanatory statement at item of No. 6 & 7 of this notice	mentioned in the explanatory statement at item of No. 8 & 9 of this notice	mentioned in the explanatory statement at item of No. 10 and 11 of this notice
10	Remuneration Last Drawn in the Company	Nil	Nil	Nil	Nil	350,000 per Month
11	Number of Board Meetings attended during the Financial Year 2023-24	NA	NA	One (1)	One (1)	Fifteen(15)

NOTES:

1. Pursuant to Ministry of Corporate Affair ('MCA') General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars issued from time to time, if any, has allowed the Companies to conduct the AGM/ EGM or passing of Ordinary/ Special Resolution through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2025. In accordance with the said circulars, the 4th AGM of the Company will be conducted through VC/OAVM on Saturday, 30th November 2024. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. **National Securities Depository Limited** ('NSDL') will be providing facility for voting through remote e-voting, for 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 in Notes below and is also available on the website of the Company at www.evoting.nsdl.com

3. As per the circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the matters of Special Business as appearing at Item No. 3, 4, 5, 6, 7, 8,9, 10, 11 and 12 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

5. Institutional / Corporate shareholders are requested to send a scanned copy (PDF/JPEG format) of the certified Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the NSDL at evoting@nsdl.com and read the other instruction given in point no. 12.

6. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses from Item no. 3 to 12 of the Notice and the relevant details of the Directors seeking appointment under Item No. 2 to 10 above as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are annexed hereto.

9. Members are requested to contact the Registrar and Share Transfer Agent, M/s **Maashitla Securities Private Limited** for all matters connected with Company's shares at

   ;hitla Securities Private Limited ("MaaShitla")
   <rishna Apra Business Square,
   i Subhash Place, Pitampura, New Delhi-110034
   hone No.: 011-45121795-96

il- rta@maashitla.com

10. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH-13). If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form SH-14, as the case may be.

11. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

I. In accordance with, the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by MCA from time to time, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

II. Members holding shares in physical mode and who have not updated their email addresses with the Company or RTA or with the respective Depositories are requested to update their email addresses by sending scanned copy of the following documents by email to accounts.hod@urbantot.in:

a. a signed request letter mentioning the name, folio number and complete address of the Member,
b. self-attested copy of the PAN card, and
c. self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

III. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants with whom they maintain their demat accounts.

IV. The Notice of AGM along with Annual Report for the financial year 2023-24, is available on on the website of NSDL at www.evoting.nsdl.com

12. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on November 27, 2024 at 09:00 a.m. (IST) and ends on November 29, 2024 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. November 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being November 23, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i)If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Narendra Deva at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to accounts.hod@urbantot.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to accounts.hod@urbantot.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@urbantots.in. The same will be replied by the company suitably.

12. OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit link *https://www.evoting.nsdl.com* and login through the user id and password provided in the mail received from NSDL. On successful login, select 'Speaker Registration' which will open from November 24, 2024 (9:00 a.m.) (IST) to November 25, 2024 (5.00 p.m.) (IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question**: The Members who wish to post their questions prior to the meeting can do the same by visiting *https://www.evoting.nsdl.com*. Please login through the user id and password provided in the mail received from NSDL. On successful login, select 'Post Your Question' option which will open from November 24, 2024 (9:00 a.m.) (IST) to November 25, 2024 (5.00 p.m.) (IST).

III. The Company reserves the right to restrict the number of questions and number of speakers. Facility for joining AGM through VC/ OAVM shall open atleast thirty (30) minutes before the scheduled time for the commencement of the Meeting and shall be allowed till 15 minutes from the commencement of the meeting. The Members will be able to view the proceedings on *https://www.evoting.nsdl.com*.

IV. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

V. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

VI. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at evoting@nsdl.com queries received by the Company till Monday, November 25, 2024 shall only be considered and responded during the AGM.

VII. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

VIII. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

IX. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis. However, the participation of large shareholders i.e. members holding 2% or more, promoters, Institutional Investors, Directors, Key Managerial Personnel, and Auditors are not restricted on first come first serve basis.

X. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

XI. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

XII. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of *https://www.evoting.nsdl.com* or contact at evoting@nsdl.com or call NSDL toll free No. at 022 - 4886 7000 and 022 - 2499 7000 for any further clarifications.

XIII. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on November 23, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

XIV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

(i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

(ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of *https://www.evoting.nsdl.com*, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(iii)Members who may require any technical assistance or support before or during the AGM are requested to contact NSDL at toll free number 022 - 4886 7000 and 022 - 2499 7000 or write to them at evoting@nsdl.com

XV. The results along with the Scrutinizer's Report, shall also be placed on the website of the on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him in writing.

13. Members are requested to note the following contact details for addressing e-voting grievances:

Mr. Narendra Dev
National Securities Depository Limited
Trade World – A Wing, Lower Parel, Mumbai-400013
Telephone No.: 011-23353814/15 |8376913413
Email- narendrad@nsdl.com

14. PROCEDURE FOR INSPECTION OF DOCUMENTS:

I. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on

II. The Statutory registers of the Company maintained as per the provisions of the Companies Act 2013 and required to be kept open for inspection during AGM and will be available for inspection by the Members electronically during the AGM.

15. Scrutinizer for AGM through VC/OAVM:

I. Mr. Shashikant Tiwari Partner, failing me Mr. Lakhan Gupta, Partner, Chandrasekaran Associates, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-voting as well as remote e-voting process in a fair and transparent manner.

II. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, submit to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

III. The results declared along with the report of the Scrutinizer shall be placed on the website of the NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

16. GENERAL INFORMATION:

I. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

II. The voting rights shall be as per the number of equity shares held by the Member(s) as on November 23, 2024, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.