

CCL INTERNATIONAL LIMITED

REGISTERED OFFICE

M-4, GUPTA TOWER, B 1/1, COMMERCIAL COMPLEX, AZADPUR, NEW DELHI-110033

CIN: L26940DL1991PLC044520 CONTACT No. 0120 | 4214258

EMAIL ID: CMPSEC@CCLIL.COM / WWW.EVOCRETEINDIA.IN

NOTICE

Notice is hereby given that the **33rd Annual General Meeting** of the Members of **CCL International Limited**, will be held on Monday, 30th day of September, 2024 at 12.30 p.m. through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM") to transact the following businesses: -

Ordinary Business:

1. Adoption of Audited Financial Statements

To consider and adopt:

The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, including the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date, along with the reports of the Auditors and Board of Directors thereon.;

2. Retirement by rotation of Director

To appoint a Director in place of Mrs. Rama Gupta [DIN: 00080613], who retires by rotation and being eligible, offers himself for re-appointment as Director.

3. Appointment of auditors, M/s. Anil Pawan and Co, Chartered Accountants (Firm Registration No. 006018C), as the Statutory Auditors of the Company and to fix their remuneration

To consider and to assent or dissent to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Anil Pawan and Co., Chartered Accountants (Firm Registration No. 006018C), be and are hereby appointed as Statutory Auditors of the Company for a first term of 5 (five) consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting to held in the year 2029, at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Ratification of the Remuneration of Cost Auditor

To consider and to assent or dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration to be paid to M/s. Shivam Kansal & Co., Cost Auditors (Firm Registration No. 003200) as fixed by the Board and as detailed in the explanatory statement of this item, for the Financial Year 2024-25, be and is hereby confirmed and ratified.

5. Appointment of Mr. Tarun Kumar Gupta [DIN: 10753568] as an Independent Director

To consider and to assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ('Act') and Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Tarun Kumar Gupta [DIN: 10753568], who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for (5) five consecutive years for a term up to September 29, 2029”.

6. Appointment of Mr. Rajni Kant Gupta [DIN: 10098564] as an Independent Director

To consider and to assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ('Act') and Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajni Kant Gupta [DIN: 10098564], who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for (5) five consecutive years for a term up to September 29, 2029”.

7. Appointment of Ms. Deepanshi Rajput [DIN: 10759831] as an Independent Director

To consider and to assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ('Act') and Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Deepanshi Rajput [DIN: 10759831], who is eligible to be appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for (5) five consecutive years for a term up to September 29, 2029”.

8. Approval for Material Related Party Transactions

To consider and to assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made there under, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together in or more trenches or a series of transactions or otherwise), as mentioned in the Explanatory Statement annexed herewith, with identified Promoter Group Companies viz Tanvi Fincap Private Limited and Rama Anil Gupta Associates Private Limited on such terms and conditions as may be mutually agreed between the Company and aforementioned Related Parties of the Company for an aggregate value of Rs. 10 Crore (Rupees Ten Core only) for each above mentioned identity, from this Meeting till the next Annual General Meeting of the Company to be held in year 2025 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed with all respect.”

By Order of the Board of Director

Place : New Delhi
Dated : 31.08.2024

Sd/-
(Akash Gupta)
Chairman & Managing Director
[DIN 01940481]

NOTES:

1. Pursuant to the general circular issued by the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM')/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 33rd

Annual General Meeting (“AGM”) of the members will be held through VC/ OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The venue of the meeting shall be deemed to be the registered office of the Company.

2. As per the provisions of clause 3.A. II of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special business is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and other related Circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and other related circulars the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.evocreteindia.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE India Limited (BSE) at

<https://www.bseindia.com> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book ("Books") of the Company will remain closed from the Monday, 23rd September, 2024 to Monday, 30th September 2024 (both days inclusive).
10. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination. Members who hold shares in Dematerialized Form are requested to bring their Client ID and DP ID number and those who hold the share in physical form are requested to bring their Folio Number for easy identification of attendance at the Meeting.
11. Pursuant to the provisions of the Companies Act, 2013, dividend for the year ended March 31, 2017 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. However, there is no amount of unpaid dividend which is need to be transferred to the Investor Education and Protection Fund (IEPF).
12. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. However, there is no share which is needed to be transferred to the Investor Education and Protection Fund (IEPF).
13. Relevant documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10:00 a.m to 11:00 a.m upto the date of the Meeting. The aforesaid documents will also available for inspection by members at the Meeting.
14. Members seeking any information or having queries with regards to annual accounts or resolutions are requested to write to the Company seven day in advance so as to enable the management to keep the information ready.
15. In case of joint holders attending the Meeting. Only such joint holder who is higher in the order of names will be entitled to vote.
16. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

17. Members may join the 33rd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 33rd AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 33rd AGM.
18. The statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Special Business under items 4, 5, 6, 7 & 8 set out above to be transacted at the Annual General Meeting (Meeting) is annexed hereto and form part of this Notice.
19. Pursuant to the provision of regulation 26(4) and 36(3) of SEBI (LODR) regulations 2015 and secretarial standards on general meeting (SS-2) issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting is provided in the “Annexure” to the Notice.
20. Corporate member are requested to send at cmpsec@cclil.com and hricha.dhamija@gmail.com before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
21. Shares of the Company are compulsorily traded in Demat mode. The Company has entered into an Agreement with National Securities Depository Ltd. (NSDL) and Central Securities Depository Ltd. (CSDL) for Dematerialization of shares.
22. As per SEBI direction for having Common Transfer Agency for physical as well as Demat mode, the Company has appointed M/s. Alankit Assignments Ltd, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; Phone No. 011- 42541234; Fax No. 42541204; e-mail: info@alankit.com; as R&TA for both modes.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
24. Members are requested to:
- A. intimate to the Company's Registrar and Transfer Agents, M/s. Alankit Assignments Ltd., changes, if any, in their registered addresses at an early date, in case of shares are held in physical form;
- B. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;

C. quote their folio numbers/Client Id/DP Id in all correspondence; and

D. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

25. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 33rd AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company cmpsec@cclil.com
- b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company cmpsec@cclil.com

26. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 33rd AGM and the Annual Report for the year 2024 including therein the Audited Financial Statements for year 2024, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 33rd AGM and the Annual Report for the year 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address cmpsec@cclil.com
- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

27. 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 Depository Participant and holdings should be verified from time to time.

28. Pursuant to Section 101 and 136 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company’s Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.

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

The remote e-voting period commences on Friday, September 27, 2024 (9.00 a.m. IST) and ends on Sunday, September 29, 2024 (5.00 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 (cut-off date) i.e. Monday, September 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 Monday, September 23, 2024.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently.

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL

	<p>and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held 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 options available against company name or e-Voting service provider - 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="635 1227 1120 1527" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is

	<p>available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.</p>

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

B) Login Method 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 use 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.co.in 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 who’s 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 General 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 hriha.dhamija@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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 (Company email id).
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 (Company email id). 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.co.in 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 AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 (company email id). The same will be replied by the company suitably.

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through NSDL e-voting services provided by National Securities Depository Limited (‘NSDL’), on items/resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting (‘remote e-voting’) and the services will be provided by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The Notice of the

Annual General Meeting indicating the instructions of remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.evocreteindia.in

Other Instructions:

- i. The remote e-voting period commences on Friday, September 27, 2024 (9.00 a.m. IST) and ends on Sunday, September 29, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024, can cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently.
- ii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iii. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the time AGM through e-voting.
- iv. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- v. The voting rights of the shareholders (for voting through remote e-voting at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on Monday, September 23, 2024 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- vi. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 23rd September, 2024 may obtain the login Id and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- vii. Ms. Richa Dhamija, Practicing Company Secretary (CP No. 12099) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the entire process of e-voting, in a fair and transparent manner.
- viii. The Scrutinizer after the conclusion of e-voting in connection with the Annual General Meeting, shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the website of the company and on the website of NSDL immediately after their

declaration, and communicated to the Stock Exchanges where the Company's shares are listed, viz. BSE Ltd.

- x. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, 30th September, 2024.

By Order of the Board of Director

Place : New Delhi

Dated : 31.08.2024

**Sd/-
(Akash Gupta)
Chairman & Managing Director
[DIN 01940481]**

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business mentioned under Item No. 3, 4, 5, 6, 7 & 8 of the accompanying Notice dated August 31, 2024.

Item No. 3

M/s KPMC & Associates Chartered Accountants (Firm Registration No. 005359C), were appointed as Statutory Auditors by the members at the 28th Annual General Meeting of the Company held on 30th September 2019. Their term was effective from the conclusion of the 28th Annual General Meeting until the conclusion of the ensuing Annual General Meeting.

Due to the completion of the term of the current auditor resulting into a vacancy, The Board of Directors have, based on the recommendation of the Audit Committee, at its meeting held on 31st August, 2024, proposed the appointment of M/s. Anil Pawan and Co, Chartered Accountants (Firm Registration No. 006018C), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company.

M/s. Anil Pawan and Co, Chartered Accountants (Firm Registration No. 006018C). M/s Anil Pawan and Co. is one of the renowned and leading professional services firms in India in this field of audit, and has the adequate scale and capacity, to serve the Company's audit requirements. M/s Anil Pawan and Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors of the Company, based on the fee proposal received and on the recommendation of the Audit Committee, have proposed a professional fee plus applicable taxes and reimbursement of out-of-pocket expenses at actual, if any as decided by the board, to M/s Anil Pawan & Co. for the financial year 2024-25, towards carrying out the Statutory Audit of the Company including Limited Reviews and full year audit. The Board may revise the fees payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

In the opinion of the Audit Committee and the Board of Directors of the Company, the fees, payable to M/s Anil Pawan and Co., is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee, there are no material changes therein in the fee payable to such auditor from that paid to the outgoing auditor and are also in line with the industry standards.

It is proposed to give authority to the Board, on the recommendation of the Audit Committee, to agree, revise, review and vary the terms & conditions of such appointment, remuneration etc. and to fix the remuneration to be paid for the subsequent years during their remaining tenure as the Statutory Auditors of the Company including out of pocket expenses and applicable taxes.

In addition to the statutory audit, the Company will also obtain certifications from M/s Anil Pawan and Co., Chartered Accountants under various statutory regulations and other permissible non audit services as required

from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on August 31, 2024, approved the appointment of the Cost Auditors, M/s. Shivam Kansal & Co, Cost Accountants (Firm Registration No. 003200). The remuneration of the Cost Auditor will be decided by the board.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be approved by the members. The terms and conditions of appointment of M/s. Shivam Kansal & Co, Cost Accountants shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Item No. 5

Mr. Tarun Kumar Gupta has completed his education as Msc and MBA from reputed colleges. He has a wide experience of 35 year in the Airport Authority of India as Deputy General Manager. He is responsible for execution of projects and work related thereto. He also has wide knowledge in the field of Electronic and Communication.

The Board of Directors of the Company, is of the opinion that Mr. Tarun Kumar Gupta (DIN: 10753568) fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Tarun Kumar Gupta that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, along with their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority, confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company and Confirmation that he is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs . The Company has also received intimation in Form DIR-8 from Mr. Tarun Kumar Gupta that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Tarun Kumar Gupta as an Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of him as Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of Mr. Tarun Kumar Gupta as Independent Directors is now being placed before the members for their approval. The terms and conditions of appointment of Mr. Tarun Kumar Gupta shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM. A brief profile of him is attached as Annexure B.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board therefore recommends the resolution as set out at Item No. 5 for approval of the members as Special Resolution.

Item No. 6

The Board of Directors of the Company, is of the opinion that Mr. Rajni Kant Gupta [DIN: 10098564] fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Rajni Kant Gupta [DIN: 10098564] that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, along with their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority, confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company and Confirmation that he is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs . The Company has also received intimation in Form DIR-8 from Mr. Rajni Kant Gupta [DIN: 10098564] that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Rajni Kant Gupta [DIN: 10098564] as an Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of him as Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of Mr. Rajni Kant Gupta [DIN: 10098564] as Independent Directors is now being placed before the members for their approval. The terms and conditions of appointment of Mr. Tarun Kumar Gupta shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM. A brief profile of him is attached as Annexure C.

Further, Mr. Rajni Kant Gupta is 74 year old as of now. Hence, the shareholders approval by way of Special Resolution also sought from the shareholders as required as per Regulation 17(1) of the SEBI (LODR) Regulations,

2015, because he has a wide experience of around 34 year in the field of Electrical and Executive Engineer in the UP Power.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board therefore recommends the resolution as set out at Item No. 6 for approval of the members as Special Resolution.

Item No. 7

The Board of Directors of the Company, is of the opinion that Ms. Deepanshi Rajput (DIN: 10759831) fulfils the conditions specified in the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and rules made thereunder and is independent of the management and is eligible to be appointed as Independent Director of the Company.

The Company has received a declaration from Ms. Deepanshi Rajput that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, along with their consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority, confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company and Confirmation that he is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs . The Company has also received intimation in Form DIR-8 from Ms. Deepanshi Rajput that, he is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Deepanshi Rajput as a Independent Director. The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of her as an Independent Director for the tenure as mentioned in the resolutions mentioned in the notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act and the SEBI (LODR) Regulations, 2015, the appointment of Ms. Deepanshi Rajput as an Independent Directors is now being placed before the members for their approval. The terms and conditions of appointment of Ms. Deepanshi Rajput shall be open for inspection by the members at the registered office of the Company during normal business hours on all working day till the date of AGM. A brief profile of him is attached as Annexure C.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board therefore recommends the resolution as set out at Item No. 7 for approval of the members as Special Resolution.

Item No. 8

Related Party Transaction with identified Promoter Group Companies

a. BACKGROUND

With effect from April 1, 2022, Regulation 23 of SEBI Listing Regulations mandates prior approval of the Shareholders through ordinary resolution for all 'material' Related Party Transactions, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. Further for this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Given the nature of Road Construction, the Company works closely with its related parties (Group Companies, Promoters and Partnership Firms in which Company is a Partner), (hereinafter collectively referred as Related Parties) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Related Parties of the Company, may exceed the revised threshold of material Related Party Transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 being the lower of Rs. 1000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

Further, the Company had, in the past, undertaken same/ similar transactions with the Related Parties, However, the estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) may also exceed the current threshold under the extant Regulation 23(1) of the Listing Regulations i.e. 10% of the annual turnover of the Company (i.e. Rs. 357.01Lakh) as per the last audited financial statements of the Company for the financial year 2023-24.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals. The maximum annual value of the proposed transactions with identified related parties is estimated on the basis of Company's current transactions with them and future business projections.

b. PROPOSAL AND DETAILS OF TRANSACTIONS

Details w.r.t. material Related Party Transaction with identified Promoter Group Companies

Description	Tanvi Fincap Private Limited	Rama Anil Gupta Associates Private Limited
Name of the Related Party and its relationship	Tanvi Fincap Private Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI). Tanvi Fincap Private Limited , a group Company in which Mrs. Rama Gupta, Director is interested as Common Director	Rama Anil Gupta Associates Private Limited is a company registered under the Companies Act, 1956. Rama Anil Gupta Associates Private Limited , a group Company in which Mrs. Rama Gupta, Director is interested as Common Director and shareholder in both contracting parties.

	<p>and shareholder in both contracting parties.</p> <p>Tanvi Fincap Private Limited is also a Promoter of the Company holding 34,39,817 Equity Shares aggregating to 17.92 % of shareholding.</p>	<p>Rama Anil Gupta Associates Private Limited is also a Promoter of the Company holding 4,93,880 Equity Shares aggregating to 2.57 % of shareholding.</p>
Tenure of proposed transaction	33 rd Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2025	33 rd Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2025
Type, material terms, monetary value and particulars of the proposed RPTs	<p>Value of transaction will not exceed Rs. 10 Cr</p> <p>a) availing and rendering of service(s) in the ordinary course of business.</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, contribution in firms and/ or equipments to meet its business objectives / requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives / requirements; and</p> <p>e) transfer of any resources, services or obligations including but not limited to receiving investments, loans / advances etc. to meet its business objectives/requirements</p> <p>f) availing or continue to avail loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives / requirements / exigencies</p>	<p>Value of transaction will not exceed Rs. 10 Cr</p> <p>a) availing and rendering of service(s) in the ordinary course of business.</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, contribution in firms and/ or equipments to meet its business objectives / requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives / requirements; and</p> <p>e) transfer of any resources, services or obligations including but not limited to receiving investments, loans / advances etc. to meet its business objectives/requirements</p> <p>f) availing or continue to avail loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives / requirements / exigencies</p>

Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	28.01%	28.01%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary :	NA	NA

The Board of Directors of the Company, at its meetings held on 31st August, 2024, based on the approval and recommendation of the Audit Committee, has approved the above proposals such that the maximum value of the Related Party Transactions with a particular related party does not exceed the amounts as proposed aforesaid in the respective resolutions.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions no. 8 whether the entity is a related party to the particular transaction or not.

The promoters and the promoter group of the Company, specifically Mrs. Rama Gupta (as a Director and a shareholder), Mr. Akash Gupta (as a Director and a shareholder), Tanvi Fincap Private Limited, and Rama Anil Gupta Associates Private Limited, are directly or indirectly, interested in any of the proposed transactions. The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and will be in the best interest of the Company and its shareholders.

None of the Directors except Rama Gupta and Akash Gupta and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolutions except to the extent of his common directorships or shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

Place : New Delhi
Dated : 31.08.2024

By Order of the Board of Director

Sd/-
(Akash Gupta)
Chairman and Managing Director
[DIN 01940481]

ANNEXURE-A

Details of Directors seek re-appointment as Director:

Name	Mrs. Rama Gupta (DIN: 00080613)
Date of Birth	30.08.1966
Qualifications	She has completed her B. Ed from a reputed college.
Date of Appointment	29.09.2017
Experience	She is a qualified postgraduate and hold directorship in many public and private companies since a long time and having great experience in this field. She has around 18 Years of experience in a variety of managerial function in this industry. She is responsible for execution of projects and work related thereto. She has also played a Key role in development and system integration of the company.
Terms and Conditions of Appointment	On existing terms and conditions
Remuneration sought to be paid and the remuneration last drawn	NIL
Date of first appointment at the board	04.10.2008
No. of shares held in CCL International Limited	1049664 (5.47%)
Relationship with Other Directors and KMP	Related as Mother of Akash Gupta
Number of meetings of the board attended	5
Expertise in Specific functional area	Road Construction
Directorship held in other companies	AISHVARYA STEELS LIMITED AAR INFRACITY LIMITED CCL HOLIDAYS PRIVATE LIMITED TANVI FINCAP PRIVATE LIMITED RAMA ANIL GUPTA ASSOCIATES PRIVATE LIMITED
Memberships/ Chairmanship of Committees of other Companies	NIL
Confirmation pursuant to BSE circular dated 20.06.2018	Mrs. Rama Gupta has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority

ANNEXURE-B

Details of Directors appointment as Independent Director:

Name	Mr. Tarun Kumar Gupta (DIN: 10753568)
Date of Birth	03.05.1964
Qualifications	He has completed his MSC and MBA from a reputed college.
Date of Appointment	30.09.2024 (Proposed)
Experience	<p>He has completed his post graduation Msc and MBA from reputed colleges. He has a wide experience of 35 year in the Airport Authority of India as Deputy General Manager.</p> <p>He is responsible for execution of projects and work related thereto. He also has vide knowledge in the field of Electronic and Communication.</p>
Terms and Conditions of Appointment	On the terms and conditions decided by the board
Remuneration sought to be paid and the remuneration last drawn	As decided by the board
Date of first appointment at the board	30.09.2024 (Proposed)
No. of shares held in CCL International Limited	NIL
Relationship with Other Directors and KMP	NA
Number of meetings of the board attended	NA
Expertise in Specific functional area	Electronics and Communication
Directorship held in other companies	NIL
Memberships/ Chairmanship of Committees of other Companies	NIL
Confirmation pursuant to BSE circular dated 20.06.2018	Mr. Tarun Kumar Gupta has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority

ANNEXURE-C

Details of Directors appointment as Independent Director:

Name	Rajni Kant Gupta [DIN: 10098564]
Date of Birth	03.11.1950
Qualifications	Bachelor of Technology in Electrical Engineering from IIT Delhi (Batch 1975)
Date of Appointment	30.09.2024 (Proposed)
Experience	He has completed his Bachelor of Technology in Electrical Engineering from IIT Delhi (Batch 1975). He has a wide experience of 34 year in the Uttar Pradesh Power Corporation as Superintending Engineering, Electricity Distribution Circle-2, Bulandshahar.
Terms and Conditions of Appointment	On the terms and conditions decided by the board
Remuneration sought to be paid and the remuneration last drawn	As decided by the board
Date of first appointment at the board	30.09.2024 (Proposed)
No. of shares held in CCL International Limited	NIL
Relationship with Other Directors and KMP	NA
Number of meetings of the board attended	NIL
Expertise in Specific functional area	Electricity & Management
Directorship held in other companies	NIL
Memberships/ Chairmanship of Committees of other Companies	NIL
Confirmation pursuant to BSE circular dated 20.06.2018	Mr. Rajni Kant Gupta has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority

ANNEXURE-D

Details of Directors appointment as an Independent Director:

Name	Ms. Deepanshi Rajput (DIN: 10759831)
Date of Birth	19.02.2001
Qualifications	She has completed her B.Com and M.Com from a reputed college.
Date of Appointment	30.09.2024 (Proposed)
Experience	She has completed her B.Com and M.Com from reputed college. She has an experience of 4 year in the in the field of Financial, Accounting and Communication Skill.
Terms and Conditions of Appointment	On the terms and conditions decided by the board
Remuneration sought to be paid and the remuneration last drawn	As decided by the board
Date of first appointment at the board	30.09.2024 (Proposed)
No. of shares held in CCL International Limited	NIL
Relationship with Other Directors and KMP	NA
Number of meetings of the board attended	NIL
Expertise in Specific functional area	Financial, Accounting and Communication Skill
Directorship held in other companies	NIL
Memberships/ Chairmanship of Committees of other Companies	NIL
Confirmation pursuant to BSE circular dated 20.06.2018	Ms. Deepanshi Rajput has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority