



COMMITTED CARGO CARE
LIMITED

26th

ANNUAL GENERAL MEETING NOTICE

21st AUGUST 2024

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of **COMMITTED CARGO CARE LIMITED** will be held on Wednesday, 21st August, 2024 at 12.00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon; and
2. To declare the final dividend for the financial year ended march 31,2024 of Rs. 0.50/- (i.e. 5%) per equity share of 10/- each recommended by the Board of Directors of the Company at its meeting held on May 29, 2024.

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

"RESOLVED THAT a final dividend of Re. 0.50/- per equity share of face value of Rs.10/- each aggregating to Rs. 54.05 Lacs out of the profits of the Company, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015."

3. To approve the appointment of M/s Aggarwal Vineeta & Co., Chartered Accountants (FRN 011645N), as Statutory Auditors for financial year 2023-24:

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

"RESOLVED THAT pursuant to Section 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 modifications(s)/ re-enactment thereof), M/s Aggarwal Vineeta & Co., Chartered Accountants (Firm Registration No. 011645N) being eligible and having offered themselves for appointment, be and are hereby appointed as the Statutory Auditors of the Company for a term of one year to hold office for financial year 2023-24 upto their conclusion of this 26th Annual General Meeting of the Company.

RESOLVED FURTHER THAT approval be and is hereby accorded for payment of statutory audit fees/ remuneration of Rs. 4,00,000 plus applicable taxes, and reimbursement of out of pocket expenses in connection with the Audit as may be fixed by the Board of Directors of the Company in consultation with them the Auditors M/s Aggarwal Vineeta & Co., Chartered Accountants (Firm Registration No. 011645N) and the Board of Directors of the Company be and are hereby authorised to increase and pay such statutory audit fees/remuneration as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors (including the Audit Committee) or Company Secretary or any other person(s) authorised by the Board in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company."

4. To consider the appointment of M/s KMM & Associates (*formerly known as M/s Bhupesh Khadaria & Co.*) Chartered Accountants (FRN 019629N) as the Statutory Auditors for the term of five years:

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

"RESOLVED THAT pursuant to Section 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 modifications(s)/ re-enactment thereof), M/s KMM & Associates., Chartered Accountants (Firm Registration No. 019629N) being eligible and having

offered themselves for appointment, be and are hereby appointed as the Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this annual general meeting till the conclusion of the 31st annual general meeting to be held in FY 2029.

RESOLVED FURTHER THAT approval be and is hereby accorded for payment of statutory audit fees/ remuneration of Rs. 4,00,000 plus applicable taxes, and reimbursement of out of pocket expenses in connection with the Audit as may be fixed by the Board of Directors of the Company in consultation with the Auditors M/s KMM & Associates., Chartered Accountants (Firm Registration No. 019629N) and the Board of Directors of the Company be and are hereby authorised to increase and pay such statutory audit fees/ remuneration as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors (including the Audit Committee) or Company Secretary or any other person(s) authorised by the Board in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company.”

5. **To appoint a director in place of Mr. Narendra Singh Bisht (DIN: 00342205) Executive, Non-Independent Director who retires by rotation, and being eligible, offers themselves for reappointment.**

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 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), Mr. Narendra Singh Bisht (DIN: 00342205), Executive, Non-Independent Director, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Executive, Non-Independent Director, liable to retire by rotation.”

SPECIAL BUSINESS:

6. **To approve the revision in the remuneration of Mr. Rajeev Sharma, Managing Director (DIN:00936817)**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or reenactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Rajeev Sharma, Managing Director (DIN: 00936817) of the Company with effect from 1st September, 2024 for the remaining period of his present term of appointment upto 26th November, 2027, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Rajeev Sharma within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Rajeev Sharma.

- (i) Salary (including bonus) Rs. 4,00,000/- (Rupees Four Lakhs only) per month with 15% annual financial progression in each financial year upto Rs. 5,30,000 (Rupees Five Lac Thirty Thousand only) per month for three years.
- (ii) Perquisites: He will be entitled to furnished/ non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's

rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum.

- (iii) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

7. To approve the revision in the remuneration of Dr. Nitin Bharal, Whole-time Director (DIN: 00342195)

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or reenactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Dr. Nitin Bharal, Whole-time Director (DIN: 00342195), Whole-time Director of the Company with effect from 1st September, 2024 for the remaining period of his present term of appointment upto 26th November, 2027, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Dr. Nitin Bharal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Dr. Nitin Bharal.

- (i) Salary (including bonus) Rs. 4,00,000/- (Rupees Four Lakhs only) per month with 15% annual financial progression in each financial year upto Rs. 5,30,000 (Rupees Five Lac Thirty Thousand only) per month for three years.
- (ii) Perquisites: He will be entitled to furnished/ non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum.
- (iii) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

8. To approve the revision in the remuneration of Mr. Narendra Singh Bisht, Whole-time Director (DIN: 00342205)

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or reenactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Narendra Singh Bisht, Whole-time Director (DIN: 00342205) of the Company with effect from 1st September, 2024 for the remaining period of his present term of appointment upto 26th November, 2027, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Narendra Singh Bisht within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary,

as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Narendra Singh Bisht.

- (i) Salary (including bonus) Rs. 4,00,000/- (Rupees Four Lakhs only) per month with 15% annual financial progression in each financial year upto Rs. 5,30,000 (Rupees Five Lac Thirty Thousand only) per month for three years.
- (ii) Perquisites: He will be entitled to furnished/ non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum.
- (iii) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

9. To approve the revision in the remuneration of Mr. Yash Pal Arora, Whole-time Director (DIN: 00391472)

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or reenactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Yash Pal Arora, Whole-time Director (DIN: 00391472) of the Company with effect from 1st September, 2024 for the remaining period of his present term of appointment upto 26th November, 2027, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Yash Pal Arora within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Yash Pal Arora.

- (i) Salary (including bonus) Rs. 4,00,000/- (Rupees Four Lakhs only) per month with 15% annual financial progression in each financial year upto Rs. 5,30,000 (Rupees Five Lac Thirty Thousand only) per month for three years.
- (ii) Perquisites: He will be entitled to furnished/ non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum.
- (iii) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

10. To approve the alteration of the Articles of Association 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 Section 5 and 14, 197 and Rule 4 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to

the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:

Delete the existing Article 88(1) of the Articles of Association of the Company and substitute in the place the following:

88. (1) Subject to the provisions of the Companies Act, 2013 and Rules made thereunder each Director shall be paid sitting fees for each meeting of the board or a committee thereof, attended by him/ her a sum not exceeding Rs. 20,000 (Rupees Twenty Thousand Only).

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

By order of the Board of Directors

Sd/-

Charumita Bhutani
Company Secretary & Compliance Officer

Place: New Delhi

Date: 29th July, 2024

Registered Office: A-406, Road No.4, Street No.8, Mahipalpur

New Delhi-110037, India

Email Id: investors@committedgroup.com

Website: www.committedgroup.com

Phone No: +91-11-46151111

CIN: L63090DL1998PLC096746

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses as set out in Item Nos. 3 to 10 above and the relevant details of the Directors seeking appointment/re-appointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020; Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM).
3. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice. Hence, Members can attend and participate in the ensuing EGM/ AGM through VC/OAVM and the deemed venue for the AGM shall be the Registered Office of the Company i.e. A-406, Road No.4, Street No.8, Mahipalpur, New Delhi-110037, India.

However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. 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.
5. 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.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 on the date of the AGM will be provided by NSDL.
7. 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 www.committedgroup.com. The Notice can also be accessed from the website of the Stock Exchange i.e. www.nseindia.com respectively 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
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

Dividend related information

9. The Register of Members and the Share Transfer Books of the Company will remain closed from 14th August, 2024 (Wednesday) to 21st August, 2024 (Wednesday) (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2024 and the Annual General Meetings.
10. Dividend of Rs. 0.50/- per equity share as recommended by the Board of Directors for the year ended March 31, 2024 is subject to the approval by the Members at the ensuing Annual General Meeting.
11. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also advised not to 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.
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. **TDS ON DIVIDEND:** The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available under the

Investor Information Section on the Investor's page on the website of the company at the web-link: www.committedgroup.com

15. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Shareholders (Resident / Foreign) are required to update necessary documents for exemption / deduction at beneficial rates by uploading necessary documents on the Investor Information Section on the Investor's Relations section on the website of the company at the web-link: www.committedgroup.com
16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or emailing at investors@committedgroup.com or the Company's RTA by e-mailing at investor@bigshareonline.com for revalidation and encash them before the due dates.
17. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants.
18. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company w.e.f. the Financial Year ("FY") 2021-22 in case the PAN is provided by the shareholder. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2023-24 does not exceed Rs. 5,000. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income-Tax Act, 1961. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form15H (applicable to an Individual above the age of 60 years) in duplicate, no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

In order to provide exemption from withholding of tax, the organizations as specified under Section 194 of income Tax, 1961, must provide a self-declaration for the same.

19. For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

In case of Foreign Portfolio Investors / Foreign Institutional Investors, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per Section 90 read with Section 195 of the Income-Tax Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested true copy of Tax Residency Certificate ("TRC ") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2023-24;
- b. Self-declaration in Form 10F;

- c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d. Self-declaration, certifying that the
 - (i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2023-24;
 - (ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - (iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - (iv) Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2023-24. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 - (v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and;
 - (vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ with-holding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder. Members may submit the aforementioned documents to the Company on or before 10th August, 2024 in order to enable the Company to determine and deduct appropriate tax.

No communication on the tax determination/ deduction may be entertained post 10th August, 2024. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible. The Company may arrange to e-mail the soft copy of TDS certificate to the shareholders at the registered email ID in due course, post payment of the said Dividend. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialized form only.

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

The remote e-voting period begins on Sunday, 18th August, 2024 at 09.00 A.M. and ends on Tuesday, 20th August, 2024 at 05.00 P.M. 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. Wednesday the, 14th August, 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 14th August, 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.	<ol style="list-style-type: none"> <li data-bbox="651 195 1495 562">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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. <li data-bbox="651 600 1495 705">2. If you are 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 <li data-bbox="651 743 1495 1136">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. <li data-bbox="651 1173 1495 1278">4. 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="878 1283 1333 1549" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="651 1566 1495 1776">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. <li data-bbox="651 1814 1495 1959">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

	<p>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.</p> <p>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.</p> <p>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.</p>
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 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.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.

1. How to cast your vote electronically and join General Meeting on NSDL e-Voting system? 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 csdelhi84@gmail.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 (Name of NSDL Official) 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 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 investors@committedgroup.com. 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.](#)

2. 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.
3. 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 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 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 names, DP ID and Client ID/folio number, PAN and mobile number at investors@committedgroup.com between 12th August, 2024 (9.00 a.m. IST) and 16th August, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members who have cast their votes by remote E-Voting prior to the AGM may also attend/ participate in the meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
7. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 26th AGM by email and holds shares as on the cut-off date i.e. 14th August, 2024, may obtain the User 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 forgot your password, you can reset your password by using "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com.

8. Shri Deepak Kumar, Practicing Company Secretary (Membership No. FCS-10189 & CP No. 11372), Partner, M/s. Kumar Tripathi & Associates, Company Secretaries have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-voting process in a fair and transparent manner.
9. The Chairperson shall, at the AGM, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
10. The Scrutinizer shall after the conclusion of voting at the AGM, declare the results not later than two working days of the conclusion of the AGM, along with a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.committedgroup.com and on the website of NSDL and National Stock Exchange of India Limited.
11. Documents open for inspection: All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company at investors@committedgroup.com for inspection of said documents; and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the AGM, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Profile of Directors

(Details of Directors proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed/ whose remuneration is proposed to be increased at the 26th Annual General Meeting, are given below:

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement.

Name	Mr. Narendra Singh Bisht	Mr. Rajeev Sharma	Dr. Nitin Bharal	Mr. Yash Pal Arora
Date of Birth	February 2, 1969	May 7, 1967	September 8, 1972	August 26, 1967
Age (in years)	55	57	52	57
Date of first appointment on the Board	October 20, 1998	October 20, 1998	November 27, 2017	October 20, 1998
Qualifications	Post-graduation in commerce from University of Garhwal, Srinagar.	He is an arts graduate from Delhi University.	He holds a bachelors of commerce degree from Delhi University in the year 1993, and is a doctorate in Health Sciences (Alternate Medicine) from Logos University, Miami FL, USA in year 2023.	He holds a bachelor of arts degree from Delhi University.
Experience & Nature of his expertise in specific functional areas	<p>He has a rich experience of more than 20 years in handling Finance & Export Division and Custom Brokerage. He plays a vital role in the management of the Company.</p> <p>He has cleared the exam under Regulation-8 of "Customs House Agents Licensing Regulations, 2004" and holds the valid Custom Brokerage License.</p>	<p>He has an experience of more than two decades in Logistics sector. He mainly handles Import customs and is the in charge of the Import division, custom brokerage, forwarding activities, administration.</p>	<p>He has worked with prestigious organizations like Swiss Airlines, Sunrise Freight Forwarders Pvt. Ltd. He is currently engaged in developing the domestic network apart from African and US markets, as well as consolidating client network in Asian sub-continent and therefore he is fully conversant with the international business requirements. He has exposure of Telecom Industry, Oil, Gas & Refinery Industry,</p>	<p>He has more than 20 years of experience of dealing in Operations (Air freight & Sea freight), Custom Brokerage and is responsible for liaising with all custom officials at the New Custom House.</p>

			Leather Industry, Life Sciences & Medical Equipment's, Automotive & Ancillary Industries etc.	
Terms & Conditions of appointment/ Re-appointment	Liablie to retire by rotation	Effective from 1 st September, 2024 for a further period of five years upto 26 th November, 2027 as per agreement with the Director	Effective from 1 st September, 2024 for a further period of five years upto 26 th November, 2027 as per agreement with the Director	Effective from 1 st September, 2024 for a further period of five years upto 26 th November, 2027 as per agreement with the Director
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL	Dakshteleco India Services Private Limited	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL	NIL	NIL
Disclosure of inter-se relationship between directors and Key Managerial Personnel	NIL	NIL	NIL	NIL
Name of listed entities from where the person has resigned in the past three years	NIL	NIL	NIL	NIL
Number of board meeting(s) attended during the year (FY 2023-24)	12	12	12	12
Shareholding in the Company (including shareholding as a beneficial owner) as on 31-03-2024)	15,78,600 Equity Shares	17,89,680 Equity Shares	NIL	16,51,800 Equity Shares

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3

Though not mandatory, this statement is provided for reference.

M/s Gupta Vijay K & Co., Chartered Accountants (Firm Registration No. 021206N) had been the Statutory Auditors of 'Committed Cargo Care Limited' for a term of five consecutive years to hold office from the conclusion of this (25th) Annual General Meeting pursuant to the shareholder's resolution passed dated 26th September, 2023 to hold office for a period of five consecutive years ending 31st March, 2028 till the conclusion of the 30th Annual General Meeting of the Company.

However, pursuant to the SEBI (Listing Obligations and Disclosure Requirements Regulation) 2015 regulation 33(1)(d) which states that the listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself/ herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Further ICAI clarified that practising units shall not be eligible to sign the listed company reports as required by SEBI/ other authorities during the intervening period, if the validity of their certificate has been expired before the submission of final report.

Considering the said regulatory requirements and clarifications, it was hereby declared that Peer review certificate of the firm 'M/s Gupta Vijay & Co.' was effective upto 31st March, 2024, and renewal/ extension of the validity of our certificate is due to the procedural formalities, therefore, they were ineligible to sign the audit report(s) of the Company.

They further declared that their firm neither had any sort of dispute nor had any concern relating to information provided or providing of details by the management of the Company for the purpose of carrying out audit procedures and that they had received requisite information and details for the purpose of the audit stating the sole reason for their resignation.

The Statutory Audit had been completed in respect of Financial Statements for the half year and year ended 31st March, 2024 but the Audit Reports related to the Audit of Standalone Financial Statements couldn't be executed by their firm for the aforesaid reasons. Therefore, they placed their resignation as Statutory Auditors of the Company with effect from closing business hours of 22.05.2024.

Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the board of directors of the company has in its meeting held on May 23, 2024 appointed M/s Aggarwal Vineeta & Co. Chartered Accountants (FRN: 011645N) as the Statutory Auditors of the company for a period commencing from FY2023-24 upto the conclusion of this AGM to be held in the financial year 2024 subject to the ratification by members of the Company in the ensuing Annual General Meeting. M/s Aggarwal Vineeta & Co. Chartered Accountants (FRN: 011645N) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The ratification of members is sought by the members for the appointment of M/s Aggarwal Vineeta & Co. for the financial year 2023-24 upto the conclusion of this annual general meeting to be held in 2024.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

Item no. 4

Though not mandatory, this statement is provided for reference.

On the recommendations of the Audit Committee, the board of directors of the company has in its meeting held on May 23, 2024 appointed M/s Aggarwal Vineeta & Co. Chartered Accountants (FRN: 011645N) as the Statutory Auditors of the company for a period commencing from FY 2023-24 upto the conclusion of this 26th AGM to be held in the financial year 2024 subject to the ratification by members of the Company in the ensuing Annual General Meeting as specified in Item No. 3 of this notice.

Consequently, M/s KMM & Associates (*formerly known as M/s Bhupesh Khadaria & Co.*), Chartered Accountants (FRN: 019629N) are proposed to be appointed as the Statutory Auditors the further term of further five years commencing from this Annual General Meeting ("AGM") starting from the year 2024-25 upto the FY 2028-29, upto the conclusion of 31st Annual General Meeting to be held in year 2029.

This is informed that, M/s KMM & Associates (*formerly known as M/s Bhupesh Khadaria & Co.*), Chartered Accountants (FRN: 019629N) had resigned from the seat of Statutory Auditors of the Company w.e.f. 4th February, 2023 due to pre-occupation, but being now available, eligible and having consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act.

They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, holding a valid peer review certificate bearing no. 017386 valid till 30th June, 2027, as required under Regulation 33(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereof.

Thus, on the recommendation of Audit Committee and Board, the ratification of members is sought by the members for the appointment of M/s KMM & Associates (*formerly known as M/s Bhupesh Khadaria & Co.*), Chartered Accountants (FRN: 019629N) for the period of five years' upto the conclusion of the 31st annual general meeting of the company, for payment of statutory audit fees/ remuneration of Rs. 4,00,000 plus applicable taxes, and reimbursement of out of pocket expenses in connection with the Audit, being no material change in the fee payable to such auditor from that paid to the outgoing auditor.

Further requirement of ratification of Auditors by members at every annual general meeting has been omitted by the Companies (Amendment) Act, 2017 effective from May 7, 2018.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice. The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Item no. 6,7,8,9

Mr. Rajeev Sharma was re-appointed as Managing Director, and Dr. Nitin Bharal, Mr. Narendra Singh Bisht and Mr. Yash Pal Arora were re-appointed as Whole-time Director(s) of the Company with effect from 1st September, 2024 for a further period of five years upto 26th November, 2027.

Further the members at the Extra-Ordinary General Meeting of the Company held on 5th January, 2023, by way of a special resolution, approved total remuneration of Rs. 30,00,000 per annum to Mr. Rajeev Sharma, Managing Director, Dr. Nitin Bharal, Mr. Narendra Singh Bisht and Mr. Yash Pal Arora Whole-time Directors upto the limit as approved by Members at the Extra-Ordinary General Meeting ("EGM") as maximum remuneration including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate for a period of 3 years from 1st March, 2023 upto 28th February, 2026, as approved and recommended by the Audit Committee, Nomination and Remuneration Committee and the Board.

The Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Rajeev Sharma, Managing Director of the Company may not be sufficient enough to pay the increased remuneration over a period of balance period of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 6,7,8,9 as minimum remuneration with effect from 1st September, 2024 for the remaining period of his appointment upto 26th November, 2027, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

Similarly, the existing upper limit remuneration in respect of Dr. Nitin Bharal, Mr. Narendra Singh Bisht and Mr. Yash Pal Arora, Whole-time Directors of the Company which may not be sufficient enough to pay the increased remuneration over a period of balance period of their term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in resolution no. 6, 7, 8 and 9, respectively as minimum remuneration with effect from 1st September, 2024 for the remaining period of appointment upto 26th November, 2027 in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

Item no. 10

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting. The Board of Directors' in their meeting has recommended the amendment in the Article of Association of the Company as set out in item no. 10 of the notice, subject to the approval of members of the Company:

The Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article 88 and substituting with new Article 88, to provide amendment in existing sub-clause (1) which is as follows:

"88(1) Subject to the provisions of the Companies Act, 2013 and Rules made thereunder each Director shall be paid sitting fees for each meeting of the board or a committee thereof, attended by him/ her a sum not exceeding Rs. 2,000 (Rupees Two Thousand Only)."

The Resolution at Item No. 10 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company. The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

CONTACT US :

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