

J. TAPARIA PROJECTS LIMITED
CIN: L46101WB1980PLC032979

Registered Office: 4A, Council House Street, MMS Chambers, 1st Floor, Room No. D, Council House Street, Near Olisa Reality, Opposite Raj Bhavan Council House Street, Kolkata, West Bengal – 700 001

Corporate Office: Office No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat – 390 007
Mobile No: +91 7600094367

Website: www.jtapariaprojects.com Email id: jtaparia2008@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF J. TAPARIA PROJECTS LIMITED WILL BE HELD ON THURSDAY, 26TH DAY OF SEPTEMBER, 2024 AT 01.00 P.M. THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2024:

❖ To receive, consider and adopt:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2: APPOINTMENT OF MR. SARVESH MANMOHAN AGRAWAL (DIN: 08766623) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint Mr. Sarvesh Manmohan Agrawal (DIN: 08766623), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mr. Sarvesh Manmohan Agrawal (DIN: 08766623), who retires by rotation at this meeting, be and is hereby re-appointed as a Chairman and Managing Director of the Company.”

ITEM NO. 3: TO RE-APPOINT M/S. VCA & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. – 114414W) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION:

To re-appoint M/s. VCA & Associates, Chartered Accountants as Statutory Auditors and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 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) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s VCA & Associates, Chartered Accountants, Vadodara (Firm Registration No.: 114414W), be and are hereby re-appointed as Statutory Auditors of the Company for second term of 1 year, to hold office from the conclusion of this 44th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

ITEM NO. 4: TO APPOINT MR. MANMOHAN SHREEGOPAL AGRAWAL (DIN: 09147106) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Manmohan Shreegopal Agrawal (DIN: 09147106)**, who was appointed as Additional Non-Executive Non-Independent Director of the Company on **13th July, 2024**, liable to retire by rotation pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment as such, whichever is earlier.”

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 5: TO APPOINT MR. TARUNKUMAR BHAGWANDAS SUKHWANI (DIN: 10736804) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and various Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Tarunkumar Bhagwandas Sukhwani (DIN:10736804)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **31st August, 2024** pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **31st August, 2024 to 30th August, 2029 (both days inclusive)**, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 6: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹ 10/- PER SHARE TO ₹ 1/- PER SHARE:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for sub dividing the Equity Shares of the Company, such that Equity Share having nominal value of ₹ 10 /- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of ₹ 1/- (Rupee One Only) each fully paid-up.”

“RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of ₹ 10/- (Rupees Ten Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of ₹ 1/- (One Rupee) each fully paid up. The details are as given below:

Type of capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Equity Shares	Face Value (₹)	Total Capital (₹)	No. of Equity Shares	Face Value (₹)	Total Capital (₹)
Authorized Share Capital	1,62,00,000	10	16,20,00,000	16,20,00,000	1	16,20,00,000
Issued, Paid-up and Subscribed capital	1,62,00,000	10	16,20,00,000	16,20,00,000	1	16,20,00,000

“RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, 10 (Ten) Equity Shares of the face value of ₹ 1/- each to be allotted in lieu of existing 1 (One) Equity Share of ₹ 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.”

“RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificates of the Equity Shares of the face value of ₹ 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new Equity Shares of ₹ 1/- (Rupee One only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors or any Committee thereof and/or Key Managerial Personnel of the Company, be and are hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its

absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Key Managerial Personnel be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, e-forms and other documents with stock exchanges, depositories, ROC, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

ITEM NO.7: ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of The Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following Clause:

“V. The Authorized share capital of the company is ₹ 16,20,00,000 (Rupees Sixteen Crore twenty lakhs) divided into 16,20,00,000 (Sixteen crore twenty lakhs) equity shares of face value of ₹1 /- (Rupee One) each with the rights, privileges and conditions attaching thereto as provided by the regulations of the Company with power for the Company to increase or reduce the share capital, original or increased with or without such preferential deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the regulations of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary be and are hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expending in its absolute discretion, to enable this resolution and to settle any questions, difficulty or doubt that may arise in this regard.”

For J. Taparia Projects Limited

SD/-

Sarvesh Manmohan Agrawal

Managing Director

DIN: 08766623

Place: Vadodara

Date: 31st August, 2024

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

	Particulars
Name of Director	Mr. Sarvesh Manmohan Agrawal
Fathers' Name	Mr. Manmohan Shreegopal Agrawal
DIN	08766623
Date of Birth	26 th June, 1986
Qualification	Bachelor's in Dental Surgery from Darshan Dental College.
Years of Experience	More than 10 years
Expertise in specific functional areas/ Experience	Mr. Sarvesh Manmohan Agrawal is a dental surgeon by profession and is running his dental practice since last 12 years. He is actively engaged in the business of trading, import and export of grains and pulses under the trade name of Transglobal Trade Integration (a partnership firm) since last 7 years wherein he holds 50% partnership stake. He is also a director in Transglobal Trade Integration Pvt. Ltd. with 20% stake holding. The company is engaged in the business of master franchise of La Pinoz Pizza (India's fastest growing pizza chain) for the state of Gujarat and is successfully operating 102 outlets. He has more than 10 years of experience in the field of sales, marketing, audit and quality assurance of commodity & food industries
Date of First Appointment on the Board of the Company	12 th August, 2023
Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	50,80,532 shares (31.36%)
Terms and conditions of his appointment	At the Board Meeting held on 12 th August, 2023; he was appointed as Additional Executive Director (Chairman and Managing Director) of the Company. At the Extra-Ordinary General Meeting held on 07 th November, 2023; he was regularized as Chairman and Managing Director of the Company.
Details of Remuneration	₹ 2,00,000/- per month or ₹24,00,000/- per annum with effect from 01 st June, 2024
Name of other public limited Companies, where he is Director including this listed entity	J. Taparia Projects Limited

Directorship in other companies (excluding this Company, foreign companies and Section 8 companies)	Transglobal Trade Integration Private Limited
Number of Meetings of the Board attended during the year	10 Board Meetings
Relationship with other directorship and KMP	Son of Mr. Manmohan Shreegopal Agrawal (Additional Non-Executive Non-Independent Director)
Memberships / Chairmanships of committee including this listed entity	J. Taparia Projects Limited Audit Committee - Member

*** Chairmanship and membership of Audit Committee and Stakeholder’s Relationship Committee are considered**

NOTES:

- 1) A statement pursuant to the provisions of Section 102(1) of The Companies Act, 2013 relating to the Special business to be transacted at the AGM, is annexed hereto. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the ICSI, is also annexed to this Notice.
- 2) The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are prescribed in the Notice.
- 3) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

- 5) Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013. Shareholders can attend and participate in the AGM through VC/OAVM only.
- 6) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- 7) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
- 8) **M/s. Kirti Sharma & Associates**, Practicing Company Secretaries (Membership No. A41645), has been appointed as “Scrutinizer” to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
- 9) In pursuance of Section 112 and Section 113 of The Companies Act, 2013; representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to kirti.sharma2593@yahoo.com or upload on the VC portal / e-voting portal i.e. www.evoting.nSDL.com.
- 10) The proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company at Office No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat – 390 007, which shall be the deemed venue of the AGM.
- 11) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **19th September, 2024**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 12) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names appears in the Register of Members as on **30th August, 2024**. Copy of the Notice of the AGM is also available for download on the website of the Company at

www.jtapariaprojects.com, the e-voting portal i.e. www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e. BSE at <https://www.bseindia.com>

- 13) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
 - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting <https://purvashare.com/email-and-phone-updation/>
 - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 14) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 15) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to jtaparia2008@gmail.com can send their queries in advance 7 days prior to meeting.
- 16) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- 17) Electronic copy of all documents referred to in this Notice of AGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to jtaparia2008@gmail.com for inspection, which shall be made available electronically for inspection to the shareholders.
- 18) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Purva Shareregistry (India) Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered or corporate office of the Company.
- 19) Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.
- 20) Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

- 21) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 22) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 23) The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 20th September, 2024 to Thursday, 26th September, 2024 (both days inclusive)** for the purpose of Annual General Meeting (AGM).
- 24) As per Regulation 40 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended, securities of listed companies can be transferred/ transmitted/ transposed only in dematerialized form with effect from 01st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 25) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website.
- 26) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA of the Company, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.
- 27) SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Members are requested to first take up their grievance, if any, with Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

28) Members are requested to notify any changes to their respective Depository Participants.

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

The remote e-voting period begins on **Monday, 23rd September, 2024** at 09:00 A.M. and ends on **Wednesday, 25th September, 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. **Thursday, 19th September, 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 **Thursday, 19th September, 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 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be

	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. 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.</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 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kirti.sharma2593@yahoo.com with a copy marked to evoting@nsdl.co.in. 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 Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 itaparia2008@gmail.com
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 jtaparia2008@gmail.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 eVoting 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 eVoting 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder 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” 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. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders 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 jtataria2008@gmail.com (company email id). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

For J. Taparia Projects Limited

**SD/-
Sarvesh Manmohan Agrawal
Managing Director
DIN: 08766623**

**Place: Vadodara
Date: 31st August, 2024**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of The Companies Act, 2013, the following explanatory statements sets out all material facts relating to the businesses mentioned under Items No. 4 to 7 of the accompanying notice:

ITEM NO. 4: TO APPOINT MR. MANMOHAN SHREEGOPAL AGRAWAL (DIN: 09147106) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 161(1) of The Companies Act, 2013, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 13th July, 2024, appointed Mr. Manmohan Shreegopal Agrawal (DIN: 09147106) as an Additional Director (Non-Executive Non-Independent Director) of the company, liable to retire by rotation, subject to the approval of shareholders through a special resolution.

In terms of Regulation 17(1C) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to obtain the approval of members for appointment of Director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The company has received the consent from Mr. Manmohan Shreegopal Agrawal to act as a Director in terms of Section 152 of The Companies Act, 2013.

Brief resume of Mr. Manmohan Shreegopal Agrawal

Mr. Manmohan Shreegopal Agrawal has completed his Master of Commerce from Maharaja Sayajirao University. He is a businessman and is successfully running his own guest house/ lodge since last 40+ years. With a background in management and operation of factories, he is also a partner at Transglobal Trade Integration engaged in the business of trading, import and export of grains and pulses wherein he holds 50% partnership stake. He is also a director in Transglobal Trade Integration Pvt. Ltd. The company is engaged in the business of master franchise of La Pinoz Pizza (India's fastest growing pizza chain) for the state of Gujarat and is successfully operating 100+ outlets. He has more than 40 years of experience in the field of hospitality, management and administration, audit and quality assurance.

Additional information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Manmohan Shreegopal Agrawal
Fathers Name	Late Shreegopal Kishorilal Agrawal
Date of birth	24 th September, 1961
First appointment on Board	13 th July, 2024
Nature of his expertise in specific functional areas	Expert in the field of hospitality, management and administration, audit and quality assurance
Years of experience	More than 40 years
Qualification	Master of Commerce (M.com)
Directorship in Other Companies	Transglobal Trade Integration Private Limited

Name of other public limited companies, where she is Director including this listed entity	NIL
Member/Chairman of the Committee including this listed entity	J. Taparia Projects Limited Stakeholders Relationship Committee – Member
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
Last salary drawn	NIL
Relationship with other Directors and KM	Except Sarvesh Manmohan Agrawal, there is no relationship with the other directors or KMP of the company (Sarvesh Agrawal is son of Manmohan Shreegopal Agrawal)
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Hospitality, management and administration, audit and quality assurance

*** Chairmanship and membership of Audit Committee and Stakeholder’s Relationship Committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Manmohan Shreegopal Agrawal, Sarvesh Manmohan Agrawal and his relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO. 5: TO APPOINT MR. TARUNKUMAR BHAGWANDAS SUKHWANI (DIN: 10736804) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 161(1) of The Companies Act, 2013, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 31st August, 2024, appointed Mr. Tarunkumar Bhagwandas Sukhwani (DIN: 10736804) as an Additional Director (Non-Executive Independent Director) of the company, not liable to retire by rotation, for a term of 5 consecutive years from **31st August, 2024 to 30th August, 2029 (both days inclusive)** subject to the approval of shareholders through a special resolution.

In terms of Regulation 17(1C) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to obtain the approval of members for appointment of Director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The company has received the consent from Mr. Tarunkumar Bhagwandas Sukhwani to act as a Director in terms of Section 152 of The Companies Act, 2013 and declaration that he meets the criteria of independence provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed 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 his duties as an Independent Director of

the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Tarunkumar Bhagwandas Sukhwani has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Mr. Tarunkumar Bhagwandas Sukhwani has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority.

In the opinion of the Board, Mr. Tarunkumar Bhagwandas Sukhwani is a person of integrity and fulfills the conditions specified in the Act and the Rules made thereunder read with provisions of the Listing Regulations, each as amended, and is independent of the management of the company.

Brief resume of Mr. Tarunkumar Bhagwandas Sukhwani

Mr. Tarunkumar Bhagwandas Sukhwani is Practicing Company Secretary, and an Associate Member of The Institute of Company Secretaries of India (ICSI) holding Membership No. A65350 and a valid Certificate of Practice as an Associate Member (C.P. No. 24447). Additionally, he is also a Graduate of Bachelor of Commerce and Bachelor of Laws (Special) from The Maharaja Sayajirao University of Baroda.

He is in practice since last more than 3 years and having prominent presence in providing a variety of Secretarial and other allied services to Private Companies, Public Companies, MNCs, and Listed Companies. He also possesses the expertise in Corporate Laws, FEMA Regulations, SEBI Regulations and other Legal Compliances.

Additional information of Director recommended for appointment/re-appointment in terms of Regulation 26(4) and Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Tarunkumar Bhagwandas Sukhwani
Fathers Name	Mr. Bhagwandas Sukhwani
Date of birth	28 th August, 1998
First appointment on Board	31 st August, 2024
Nature of his expertise in specific functional areas	Expert in the field of Corporate Laws, Legal and Statutory matters
Years of experience	More than 03 years
Qualification	Company Secretary, Graduate of Bachelor of Commerce and Bachelor of Laws (Special)
Directorship in Other Companies	NIL
Name of other public limited companies, where she is Director including this listed entity	NIL
Member/Chairman of the Committee including this listed entity	J. Taparia Projects Limited 1. Audit Committee – Chairperson

	2. Stakeholders Relationship Committee – Member
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
Last salary drawn	NIL
Relationship with other Directors and KMP	Not related to any other Director or Key Managerial Personnel of the Company
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is well experienced in the field of Corporate Laws

*** Chairmanship and membership of Audit Committee and Stakeholder's Relationship Committee are considered.**

In compliance with the provisions of Section 149 read with Schedule IV of The Act, Regulation 17 of the Listing Regulations and other applicable provisions of The Act and the Listing Regulations, the appointment of Mr. Tarunkumar Bhagwandas Sukhwani as an Independent Director is now placed for the approval of members as a Special Resolution.

Accordingly, the Board commends the Special Resolution as set out in item No. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Tarunkumar Bhagwandas Sukhwani and his relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO. 6: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹ 10/- PER SHARE TO ₹ 1/- PER SHARE:

In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base of the small investors, the Board of Directors of the Company, in its Board Meeting held on 31st August, 2024 has recommended to sub-divide (split) Company's 1 (One) Equity share of face value of ₹ 10/- (Rupees Ten Only) each into 10 (Ten) equity shares of face value of ₹ 1/- (Rupee One Only) each without altering the paid up capital of the company, subject to the approval of members.

The Record date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of ₹ 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of ₹ 1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 6 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO.7: ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Sub-division/ Split of equity shares of the Company as aforesaid will also require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the aggregate amount of authorized, subscribed, issued and paid-up share capital of the Company on account of Sub-Division/Split of the Equity Shares. Further, such Sub-Division/Split shall not be construed as reduction in share capital of the Company in any manner, in accordance with the applicable provisions of the Companies Act, 2013. Accordingly, the Capital Clause in the Memorandum of Association of the Company will be revised as follows:

“V. The Authorized share capital of the company is ₹ 16,20,00,000 (Rupees Sixteen Crore twenty lakhs) divided into 16,20,00,000 (Sixteen crore twenty lakhs) equity shares of face value of ₹1 /- (Rupee One) each with the rights, privileges and conditions attaching thereto as provided by the regulations of the Company with power for the Company to increase or reduce the share capital, original or increased with or without such preferential deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the regulations of the Company.”

Accordingly, the Board commends the Special Resolution as set out in item No. 7 of the accompanying notice in accordance with the provisions of Section 61 and other applicable provisions of The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the existing Memorandum of the company along with the proposed draft amendments is available for inspection by shareholders in electronic mode, Shareholders are requested to write to jtaparia2008@gmail.com for inspection, which shall be made available electronically for inspection to the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 7 of the notice except to the extent of their shareholding / shareholding of their associates as Promoters / Promoter Group in the Company.

For J. Taparia Projects Limited

**SD/-
Sarvesh Manmohan Agrawal
Managing Director
DIN: 08766623**

**Place: Vadodara
Date: 31st August, 2024**

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Addendum to the Notice dated 31st August, 2024 convening the 44th Annual General Meeting of the Company scheduled to be held on **THURSDAY, 26TH DAY OF SEPTEMBER, 2024 AT 01.00 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

The company at its Board meeting held on 31st August, 2024 had decided to change the name of the Company from “J. Taparia Projects Limited” to “Annvrridhhi Ventures Limited” or “Annvrridhhi Foods Limited” or any other such name as may be approved by the regulatory authorities under The Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the company and alteration of Memorandum and Articles of Association of Company.

The Ministry of Corporate Affairs, Central Registration Centre vide its letter dated 03rd September, 2024 has given NOC for change of name of the company to “ANNVRRIDHHI VENTURES LIMITED” & this name is valid only for 60 days from the date of approval within which all formalities are required to be complied. However, all the regulatory approvals may not come within the stipulated time.

Hence the following item of business is added in the aforesaid Notice as Item No. 8 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice of Annual General Meeting dated 31st August, 2024.

ITEM NO. 8: CHANGE IN NAME OF THE COMPANY FROM “J. TAPARIA PROJECTS LIMITED” TO “ANNVRRIDHHI VENTURES LIMITED” AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of The Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Kolkata, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “J. Taparia Projects Limited” to “Annvrridhhi Ventures Limited” as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.”

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is Annvrridhhi Ventures Limited”

“RESOLVED FURTHER THAT in terms of Section 14 of The Companies Act 2013, the Articles of Association of the Company is altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “J. Taparia Projects Limited” be substituted with the new name, i.e. “Annvrridhhi Ventures Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.”

“RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or Company Secretary or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 44th AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 44th AGM shall *mutatis-mutandis* apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 44th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 44th AGM.

For J. Taparia Projects Limited

SD/-

Sarvesh Manmohan Agrawal

Managing Director

DIN: 08766623

Place: Vadodara

Date: 31st August, 2024

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 8: CHANGE IN NAME OF THE COMPANY FROM “J. TAPARIA PROJECTS LIMITED” TO “ANNVRRIDHHI VENTURES LIMITED” AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors has approved to change the name of the Company from “J. Taparia Projects Limited” to “Annvridhhi Ventures Limited” or “Annvridhhi Foods Limited” or such other name as may be approved by the Registrar of Companies in the Board meeting dated 31st August, 2024.

The present management has taken over the company in the year 2023, after receipt of necessary approvals from SEBI. The present name does not reflect the business activities of the company. Hence, it is proposed to change the name of the company. The present management is in the business of trading of agricultural commodities which is in line with the present objects of the company.

The new name will reflect the correct and new business activities of the company. The new name will increase the profitability and sustained earnings in the future. This will benefit public shareholders at large.

As per the provisions of Section 13 of The Companies Act, 2013; approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders' approval.

Ministry of Corporate Affairs, Central Registration Centre vide its letter dated 03rd September, 2024 has given NOC for change of name of the company to “ANNVRRIDHHI VENTURES LIMITED” & this name is valid only for 60 days from the date of approval within which all formalities are required to be complied. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders approval is being obtained to change name of the company with any other name also may be acceptable to the regulatory authorities without specific consent of the members.

The Board commends the passing of the special resolution set out at item No. 08 of accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

For J. Taparia Projects Limited

SD/-
Sarvesh Manmohan Agrawal
Managing Director
DIN: 08766623

Place: Vadodara
Date: 03rd September, 2024