

# J. TAPARIA PROJECTS LIMITED

Date: 12-10-2023

To,  
**BSE Limited**  
**Corporate Relations Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Ref: - J Taparia Projects Limited (Script Code: 538539).**

**Sub: Notice of Extra-Ordinary General Meeting (EOGM).**

Dear Sir,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-ordinary General Meeting ("EOGM") of the Company will be held on **Tuesday, 07<sup>th</sup> November, 2023 at 10:30 AM** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The copy of the Notice of EGM together with explanatory statement is enclosed herewith for your kind reference.

Notice of EOGM will be sent through electronic mode to all the shareholder of the Company whose email address are registered with the Company or Depository participant(s) as the requirement of sending physical copy of notice to shareholders has been dispensed with Notice of EOGM is also available on the Company's website [www.jtapariaprojects.com](http://www.jtapariaprojects.com).

Further, Members of the Company, holding shares either in physical form or dematerialized form, as on **31<sup>st</sup> October, 2023** (Cut-off date for eligibility to vote) shall be entitled to vote by electronic means. The schedule of remote e-voting facility is set out as under:

Event	Day, Date, Time
Commencement of Remote E-Voting	Saturday - 04 <sup>th</sup> November, 2023 (09:00 A.M)
End of remote E-Voting	Monday - 06 <sup>th</sup> November, 2023 (05:00 P.M)
Cut-off date	Tuesday - 31 <sup>st</sup> October, 2023

Please take above information on record.

Thanking you,

**For J Taparia Projects Limited**

**Sarvesh  
Manmohan  
Agrawal**

Digitally signed by Sarvesh  
Manmohan Agrawal  
Date: 2023.10.12 17:57:22  
+05'30'

**Name: Sarvesh Manmohan Agrawal**  
**Designation: Managing Director**  
**DIN: 08766623**

**J TAPARIA PROJECTS LIMITED  
CIN: L74210WB1980PLC032979**

**Registered Office: 1 MALL ROAD (KHUDIRAM BOSE SARANI) 3RD FLOOR KOLKATA Kolkata  
WB 700080**

**Corporate Office: Office No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat  
Mobile No: +91 6352809543**

**Website: [www.jtapariaprojects.com](http://www.jtapariaprojects.com) Email id: [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com)**

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**Notice** is hereby given that the Extra-Ordinary General Meeting (“EOGM”) of the Shareholders of J Taparia Projects Limited (“Company”) will be held on **Tuesday, November 07, 2023 at 10:30 A.M.** (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility (“Notice”), to transact the following businesses:

**ORDINARY BUSINESS**

**ITEM NO. 01: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY:**

Appointment of M/s. VCA & Associates 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 Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. VCA & Associates, Chartered Accountants, Vadodara with Firm Registration Number 129738W, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. R.K Kankaria & Co, Chartered Accountants (Firm Registration No.: 321093E), (pursuant to change of control and management and new board members) at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. VCA & Associates, Chartered Accountants, to hold office of Statutory Auditors of the Company for a term of 1 year, i.e. **07<sup>th</sup> November, 2023** till the conclusion of Annual Meeting of the Company to be held in the year 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is 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.”

**SPECIAL BUSINESS:**

**ITEM NO. 02: TO APPOINT MR. SARVESH MANMOHAN AGRAWAL (DIN: 08766623) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”),The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), in this regard from time to time, other applicable laws and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the

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Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded for appointment of **Mr. Sarvesh Manmohan Agrawal, (DIN: 08766623)**, as **Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028, (both days inclusive)**, who shall be liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years or during such financial years when the loss or inadequacy arises, whichever is lower), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and as may be agreed to between the Company and Mr. Sarvesh Manmohan Agrawal provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V to the Act;

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Sarvesh Manmohan Agrawal be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Chief Compliance Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, expedient or desirable in this regard."

**ITEM NO. 03: TO APPOINT MR. CHIRAYU AGRAWAL (DIN: 09146970) AS NON-EXECUTIVE NON-  
INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED** THAT pursuant to Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Chirayu Agrawal (DIN – 09146970) as Non-Executive Non-Independent Director of the Company with effect from **12<sup>th</sup> August, 2023**, liable to retire by rotation, who was appointed as an Additional Director of the Company in the capacity of Non-Executive Non-Independent Director of the Company 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.

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**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorized severally 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. 04: TO APPOINT MR. ANANT VIPIN PATEL (DIN: 07297521) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if 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”) read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time 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. Anant Vipin Patel (DIN: 07297521)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **12<sup>TH</sup> August, 2023**, 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 an “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from **07<sup>th</sup> November, 2023 to 11<sup>th</sup> August, 2028 (both days inclusive)**, and that he shall not 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. 05: TO APPOINT MRS. ASHNI DHRUMIL PATEL (DIN: 10276538) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

To consider and, if 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”) read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other

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relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time 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, **Mrs. Ashni Dhrumil Patel (DIN: 10276538)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **12<sup>TH</sup> August, 2023**, 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 an "Non-Executive Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from **07<sup>th</sup> November, 2023 to 11<sup>th</sup> August, 2028 (both days inclusive)**, and that he shall not liable to retire by rotation".

**"RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby authorized severally 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. 06: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crore Only).

**RESOLVED FURTHER THAT** the aforesaid unsecured inter-corporate loan to be raised / borrowed from lender shall carry an option to convert either in full or part, the outstanding amount of loan at any point of time into Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") of the Company divided into such number of NCRPS, at such price and in such manner i.e., through Private Placement as the Board of Directors of the Company may deem fit and proper.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and thing as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and/or mode of allotment that may arise in regard to offer/ issue, allotment and utilization of the

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proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

**ITEM NO. 07: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURIT(IES) OR MAKE INVESTMENTS**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, at any point of time shall not exceed the limit of ₹ 1,00,00,00,000/- (Rupees One Hundred crore Only).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

“**RESOLVED FURTHER THAT** all Directors of the Company or Chief Financial Officer or Company Secretary be and is hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

**ITEM NO. 08: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY**

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the

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Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For J Taparia Projects Limited  
Sd/-  
Sarvesh Manmohan Agrawal  
(Managing Director)  
DIN: 08766623**

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Email: [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com)  
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Place: Vadodara

Date: 11-10-2023



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**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 100 of the Companies Act, 2013 ("Act") together with the rules made thereunder relating to the businesses to be transacted at the EGM is annexed thereto. 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) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, and 3/2022 dated 5<sup>th</sup> May 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, vide circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") permitted holding of the EGM through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the shareholders at a common venue. Accordingly, the EGM 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) Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 4) In line with the various MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/ Depositories (" DP") and whose names appears in the Register of Members as on **06<sup>th</sup> October, 2023**. Shareholders may note that the Notice of EGM (along with explanatory statement) will also be available on the Company's website [www.jtapariaprojects.com](http://www.jtapariaprojects.com), website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
- 5) Pursuant to the provisions of the Companies Act, 2013, a shareholder entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. Since this EGM is being held pursuant to the aforesaid MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 6) Shareholders attending the EGM 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 EGM through VC/OAVM only.



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- 7) Institutional / Corporate shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .
- 8) The proceedings of the EGM shall be deemed to be conducted at the Corporate Office of the Company at Office No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat, which shall be the deemed venue of the EGM.
- 9) The Company hereby requests all its shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the shareholders through e-mail.  
Shareholders holding shares in physical form are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent, **Niche Technologies Private Limited**.  
Shareholders holding shares in dematerialized form are also requested to contact their respective DP for registering their e-mail IDs.
- 10) Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical share certificate. Shareholders can contact the Company or its RTA for further assistance. Further, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 11) Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
- 12) In case of joint holders, the shareholders whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 13) Electronic copy of all documents referred to in this Notice of EGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com) for inspection, which shall be made available electronically for inspection to the shareholders.
- 14) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat

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Mobile No: +91 6352809543**

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account number/folio number, email id, mobile number at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com) .These queries will be replied by the Company suitably by email.

- 15) The Securities and Exchange Board of India (SEBI) vide Circular (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73) dated April 20, 2018 has mandated the submission of Permanent Account Number (PAN) and bank details by every participant in securities market. Shareholders holding shares in electronic form are mandatorily required to submit their PAN and Bank details to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN and Bank details to the Company/ RTA. Shareholders who have not updated their details are requested to send their PAN and Bank details in terms of the said SEBI circular.
- 16) **Mrs. Pooja Amit Gala**, a Practicing Company Secretary (Membership No. 69393), has been appointed as "Scrutinizer" to scrutinize the e-Voting process and voting at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed.
- 17) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- 18) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.jtapariaprojects.com](http://www.jtapariaprojects.com) and on the website of NSDL, immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.
- 19) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of EGM.
- 20) The Company has been allotted ISIN **INE075K01013** by CDSL and NSDL for dematerialization of the Company's shares. We hereby request all the shareholders to get their shares dematerialized.
- 21) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 22) The Members can join the EGM 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 EOGM 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

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Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

- 23) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013.
- 24) 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 The 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 and other circular issued by Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- 25) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.jtapariaprojects.com](http://www.jtapariaprojects.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 26) EGM 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 and other circular issued by MCA.

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

The remote e-voting period begins on **04<sup>th</sup> November, 2023** at **09:00 A.M.** and ends on **06<sup>th</sup> November, 2023** 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., Tuesday, 31<sup>st</sup> October, 2023, 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 Tuesday, 31<sup>st</sup> October, 2023.

**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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing</li></ol>

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	<p>the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e., NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="857 932 1325 1213" style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting</li></ol>

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	link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022 – 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.

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*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsd.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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.**



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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and 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.

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**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 [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto: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 [jtaparia2008@gmail.com](mailto:jtaparia2008@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](mailto:jtaparia2008@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com). 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 EGM.

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**ANNEXURE TO NOTICE**

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the Special businesses mentioned at Item Nos. 2 to 8 of the accompanying Notice dated 11<sup>th</sup> October, 2023 should be taken as forming part of this Notice:

**ITEM NO. 02: TO APPOINT MR. SARVESH MANMOHAN AGRAWAL (DIN: 08766623) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

The Board of Directors in their Meeting held on **12<sup>th</sup> August, 2023** approved the appointment of **Mr. Sarvesh Manmohan Agrawal, (DIN: 08766623)**, as **Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 12th August, 2023 till 11th August, 2028, (both days inclusive)**, subject to approval of members, on the terms of remuneration mentioned herein below. The same has been recommendation of the Nomination & Remuneration Committee on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below: -

Salary: Salary has been approved as Rs. 20,000 /- (Twenty Thousand Rupees) per month or Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand) per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors.

**In addition** to above, the director of the company is also entitled to perquisites as under:

- i. **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- ii. Reimbursement of actual travelling expenses for proceeding on leave from Vadodara to any place in India and return there from once a year in respect of him and family.
- iii. Free use of Company's car with driver for company's business.
- iv. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- v. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- vi. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.

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**CIN: L74210WB1980PLC032979**

**Registered Office: 1 MALL ROAD (KHUDIRAM BOSE SARANI) 3RD FLOOR KOLKATA Kolkata**  
**WB 700080**

**Corporate Office: Office No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat**  
**Mobile No: +91 6352809543**

**Website: [www.jtapariaprojects.com](http://www.jtapariaprojects.com) Email id: [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com)**

- vii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- viii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- ix. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- x. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- xi. **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- xii. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- xiii. **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- xiv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- xv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing.

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

<b>Name of the Director</b>	<b>Sarvesh Manmohan Agrawal</b>
Father name	Manmohan Shrigopal Agrawal
DIN	08766623
Date of Birth:	26-06-1986
Date of first appointment on Board:	12-08-2023
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Mr. Sarvesh M. Agrawal has completed his Bachelor's in Dental Surgery from Darshan Dental College. Mr. Sarvesh M. 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

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	years of experience in the field of sales, marketing, audit and quality assurance of commodity & food industries.
Shareholding in the Company as on 30 <sup>th</sup> September, 2023 (including shareholding as a beneficial owner)	50,80,532 shares (31.36%)
Relationship with other Directors and Key Managerial Personnel	Except Chirayu Agrawal, there is no relationship with the other directors or KMP of the company (Sarvesh Manmohan Agrawal and Chirayu Agrawal are business partners)
Directorships held as on date of this Notice (excluding this Company, foreign companies and Section 8 companies)	Transglobal Trade Integration Private Limited
Chairmanship/ Membership of Board Committees as on date of this Notice	J Taparia Projects Limited: Audit Committee – Member
Listed entities from which resigned in past three years	N. A

Except Mr. Sarvesh Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

**ITEM NO. 03: TO APPOINT MR. CHIRAYU AGRAWAL (DIN: 09146970) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

At the Board Meeting of the Company held on **12<sup>th</sup> August, 2023** the Board had appointed Mr. Chirayu Agrawal as an Additional Non-Executive Non- Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Mr. Chirayu Agrawal holds office up to the date of this ensuing general meeting and is eligible for appointment as Non-Executive Non- Independent Director.

The appointment of **Mr. Chirayu Agrawal** shall be effective upon approval by the members in the Meeting. **Mr. Chirayu Agrawal** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

**Brief profile of Mr. Chirayu Agrawal**

Mr. Chirayu Agrawal is a graduate in Bachelors in commerce from Maharaja Sayajirao University. He is actively engaged in the Food and Beverage Industry for over 7 years. He is partners in multiple firm which operates multiple outlets of renowned brands like The Belgian Waffles co. and Baked by Ninis. He is also a shareholder and director in Transglobal Trade Integration private limited which has the master

franchise of La Pinoz Pizza (India's Fastest Growing Pizza Chain) for the state of Gujarat and successfully operating 95 outlets under his supervision. He manages sales, marketing, audit and quality assurance of commodity & food sectors. Mr. Chirayu Agrawal also is currently building his own ice-cream and Mexican Brand.

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

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Name of Director	Mr. Chirayu Agrawal
Fathers' Name:	Praful Ramanlal Agrawal
Date of Birth:	07-08-1993
Date of First Appointment on Board:	12-08-2023
Nature of his expertise in specific functional areas:	Mr. Chirayu Agrawal manages <b>sales, marketing, audit, and quality assurance</b> of Transglobal Trade Integration Private Limited which is the master franchise of La Pinoz Pizza for the state of Gujarat (successfully operating 102 outlets).
Experience (including expertise in specific area) / Brief Resume	Mr. Chirayu Agrawal is a graduate of Bachelors in Commerce from Maharaja Sayajirao University. He is actively engaged in the Food and Beverage Industry for over 7 years. He is a partner in multiple firms which operate multiple outlets of renowned brands like The Belgian Waffles co. and Baked by Ninis. He is also a shareholder with 40% stake and director in Transglobal Trade Integration Private Limited which has the master franchise of La Pinoz Pizza (India's Fastest Growing Pizza Chain) for the state of Gujarat and successfully operating 102 outlets under his supervision. He manages sales, marketing, audit, and quality assurance of commodity & food sectors. Mr. Chirayu Agrawal is also currently building his own ice-cream and Mexican Brand.
Years of Experience:	7 years
Qualification:	Bachelors in Commerce
Directorship in Other Companies:	1. Papas Estates Private Limited 2. Freezing Brilliance Private Limited 3. Transglobal Trade Integration Private Limited
Name of other public limited Companies, where he is Director including this listed entity	N. A
*Member/Chairman of the Committee including this listed entity including this listed entity	J Taparia Projects Limited Stakeholders' relationship Committee – Member Nomination and Remuneration Committee – Member
Shareholding in the Company as on 30 <sup>th</sup> September, 2023 (including shareholding as a beneficial owner)	41,56,798 shares (25.66%)
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Except Sarvesh Manmohan Agrawal, there is no relationship with the other directors or KMP of the company (Sarvesh Manmohan Agrawal and Chirayu Agrawal are business partners)

**\* 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. 3 of the accompanying notice.



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None of the Directors or Key Managerial Personnel of the Company and / or their relatives except **Chirayu Agrawal** to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 04: TO APPOINT MR. ANANT VIPIN PATEL (DIN: 07297521) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

At the Board Meeting of the Company held on 12<sup>th</sup> August, 2023 the Board had appointed Mr. **Anant Vipin Patel** as an Additional Non-Executive Independent Director w.e.f. 12<sup>th</sup> August, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mr. Anant Vipin Patel** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of **Mr. Anant Vipin Patel** shall be effective upon approval by the members in the Meeting. **Mr. Anant Vipin Patel** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**Brief resume of Mr. Anant Vipin Patel**

Mr. Anant Vipinchandra Patel has completed his Bachelor's in Business Administration. He is working as a partner in Rajshree Infrastructure, Nathdwara Developer and Survi Infraspace LLP. He is also a director in Valor Tradecom Pvt. Ltd., Vipanch Infrastructure Pvt. Ltd., and Golden Rise Overseas Pvt. Ltd. He has more than 3 years of experience in the field of construction and real estate.

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):

<b>Name of Director</b>	<b>Anant Vipin Patel</b>
Fathers' Name:	Vipin Ramanlal Patel
Date of Birth:	27-09-1991
First Appointment on Board:	12-08-2023
Nature of his expertise in specific functional areas:	Mr. Anant Vipinchandra Patel has completed his Bachelor's in Business Administration. He is working as a partner in Rajshree Infrastructure, Nathdwara Developer and Survi Infraspace LLP. He is also a director in Valor Tradecom Pvt. Ltd., Vipanch Infrastructure Pvt. Ltd., and Golden Rise Overseas Pvt. Ltd. He has more than 3 years of experience in the field of construction and real estate.
Years of Experience:	3 Years
Qualification:	Bachelors in Business Administration
Directorship in Other Companies:	1. Vipanch Infrastructure Private Limited 2. Golden Rise Overseas Private Limited 3. Valor Tradecom Private Limited 4. Nandini Asset Management Llp

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	5. Survi Infraspace Llp
Name of other public limited Companies, where he is Director including this listed entity	N. A
Member/Chairman of the Committee including this listed entity	J Taparia Projects Limited Audit Committee – Member Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee – Member
Shareholding in the Company as on 30th September, 2023 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Except Ashni Dhrumil Patel there is no relationship with the other directors or KMP of the Company (Anant Vipin Patel and Ashni Dhrumil Patel are business partners)
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	His expertise is in the field on Constructions and real estate business.

**\* 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. 04 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 05: TO APPOINT MRS. ASHNI DHRUMIL PATEL (DIN: 10276538) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

At the Board Meeting of the Company held on 11<sup>th</sup> August, 2023 the Board had appointed **Mrs. Ashni Dhrumil Patel** as an additional Non-Executive Independent Director w.e.f. 11<sup>th</sup> August, 2023 of the Company with immediate effect. In terms of Section 161(1) of the Act, **Mrs. Ashni Dhrumil Patel** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Independent Director.

The appointment of **Mrs. Ashni Dhrumil Patel** shall be effective upon approval by the members in the Meeting. **Mrs. Ashni Dhrumil Patel** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**Brief resume of Mrs. Ashni Dhrumil Patel**

She is a dentist by occupation, self-employed, working as a partner in Rajshree Infrastructure & Nandini Realty having more than 3 years of experience in field of construction.

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):

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<b>Name of Director</b>	<b>Ashni Dhrumil Patel</b>
Fathers' Name:	Atulkumar Somabhai Patel
Date of Birth:	23-12-1988
First Appointment on Board:	12-08-2023
Nature of her expertise in specific functional areas:	She is a dentist by occupation, self-employed. She is also working as a partner in Rajshree Infrastructure & Nandini Realty having more than 3 years' experience in the field of management and administration in construction and real estate sector.
Years of Experience:	3 years
Qualification:	Bachelors in Dental Surgery
Directorship in Other Companies:	Nil
Name of other public limited Companies, where he is Director including this listed entity	Nil
Member/Chairman of the Committee including this listed entity	J Taparia Projects Limited Audit Committee – Chairperson Stakeholders Relationship Committee – Member Nomination and Remuneration Committee – Member
Shareholding in the Company as on 30th September, 2023 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	Except Anant Vipin Patel there is no relationship with the other directors or KMP of the Company (Anant Vipin Patel and Ashni Dhrumil Patel are business partners)
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She is expertise in the field of management and administration in construction and real estate sector.

***\* 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. 05 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 06: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.**

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 100,00,00,000/- (Rupees One Hundred Crore Only) from banks, Financial

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Institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies) or other entities in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 06 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

**ITEM NO. 07: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURIT(IES) OR MAKE INVESTMENTS**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 07.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 07 of accompanying notice.

**ITEM NO. 08: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY**

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

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- a. Special Resolution is passed by the Company in the general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 100,00,00,000/- (Rupees one Hundred crore Only) to be lent and will be used by the borrowing company for the purpose of its principal business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

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

**By Order of the Board**  
**For J Taparia Projects Limited**  
**Sd/-**  
**Sarvesh Manmohan Agrawal**  
**(Managing Director)**  
**DIN: 08766623**

**Registered Office: 1 Mall Road (Khudiram Bose Sarani) 3rd Floor Kolkata**  
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**Corporate Office: No. 306, 3rd Floor, Urban 2, Bhayli, Vadodara, Gujarat**

Place: Vadodara  
Date: 11-10-2023