

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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **J. Taparia Projects Limited** ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of The Companies Act, 2013 ("the Act"), Rule 22 of The Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

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The Board of Directors of the Company has appointed **Mrs. Pooja Amit Gala**, Practicing Company Secretary, having Membership No. ACS 69393 and CoP No. 25845 to act as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced within two (2) working days from close of voting period and also be hosted on website of the Company (www.jtapariaprojects.com) and on the website of NSDL (evoting@nsdl.co.in). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **Monday, 06th May, 2024**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

SPECIAL BUSINESS:

ITEM NO: 1 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:

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 188 of The Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder and Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of The Companies Act, 2013 and Regulation 2 (1) (zb) of The Listing Regulations, to the extent of the maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM'S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the **Financial Year 2024-25** with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits (i.e. Short term loans/ borrowings), on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit

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in the Company, as per the details set out in the explanatory statement annexed to this notice, for an amount which may exceed the prescribed thresholds as per provisions of the Listing Regulations as applicable from time to time, provided, however, that the said material related party transaction(s) / contract(s) / arrangement(s), for the financial year 2024-25 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by Audit Committee.”

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Mr. Manmohan Shreegopal Agrawal	Father of Promoter and Chairman and Managing Director of the Company	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
2	Mr. Sarvesh Manmohan Agrawal	Promoter & Chairman and Managing Director of J. Taparia Projects Limited	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
3	Mr. Chirayu Agrawal	Promoter and Non-Executive Non-Independent Director of J. Taparia Projects Limited. Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal are business partners.	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
4	Transglobal Trade Integration Private Limited	Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are directors and shareholders in Transglobal Trade Integration Private Limited. Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are promoters and directors in J. Taparia Projects Limited. Mr.	As per Section 188 of The Companies Act, 2013	100 crores	2024-25

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		Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal are business partners.			
5	Transglobal Trade Integration	Mr. Sarvesh Manmohan Agrawal and Mr. Manmohan Shreegopal Agrawal are partners in the firm. Mr. Manmohan Shreegopal Agrawal is Father of Promoter and Chairman and Managing Director of the Company. Mr. Sarvesh Manmohan Agrawal is Promoter & Chairman and Managing Director of J. Taparia Projects Limited	As per Section 188 of The Companies Act, 2013	100 crores	2024-25

“RESOLVED FURTHER THAT any Director, and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

ITEM NO: 2 – TO APPOINT MS. BHOOMI KETAN TALATI (DIN: 10499741) 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”) 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

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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, **Ms. Bhoomi Ketan Talati (DIN: 10499741)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **14th February, 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 her appointment, whichever is earlier, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that she 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 **14th February, 2024 to 13th February, 2029 (both days inclusive)**, and that she 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: 3 – TO APPOINT MR. NISARG JAYESHKUMAR THAKKAR (DIN:10499616) 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”) 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. Nisarg Jayeshkumar Thakkar (DIN:10499616)**, who was appointed as an Additional Non-Executive Independent Director of the Company on **14th February, 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 **14th February, 2024 to 13th February, 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: 4 – SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE STATE OF GUJARAT:

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

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Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 12, 13, 110 and other applicable provisions, if any, of The Companies Act, 2013 read with Rule 30 of The Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (powers delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions as may be required under the provisions of The Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the company be and is hereby accorded for shifting the Registered office of the company from the “State of West Bengal” to the “State of Gujarat” and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The Registered Office of the Company will be situated in the State of Gujarat.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and any of the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to prepare, sign and file the necessary application, affidavits and such other documents as may be necessary in connection with petition seeking confirmation of the Regional Director and/or any other authorities as may be required, to issue notices to the general public, creditors, etc. and also serve a copy of the petition to the applicable authorities as well as jurisdictional Registrar of Companies and to appoint any Professionals and Advisors to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for the approval of shifting of registered office of the Company before the Central Government (power delegated to the Regional Director) or any other authority and to take such other steps as may become necessary in this regard including signing and filing of application/petition/reply/letter/confirmation/undertaking etc. if required, before the applicable statutory authority and regulatory authorities under provisions of applicable law and to make such alteration, modification and corrections as may be required in the petition and such forms, documents, papers annexed with the same and to do all such acts, deeds things as may be required, so as to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to any of its Committee, Directors, Company Secretary or any other person(s) as it may in its absolute discretion, deem necessary or desirable for and on behalf of the Company.”

By order of the Board
For J. Taparia Projects Limited

Sd/-
Sarvesh Manmohan Agrawal
(Managing Director)
DIN: 08766623

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Place: Vadodara

Date: 27th March, 2024

NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of The Companies Act, 2013 (the “Act”) read with Rule 22 of The Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, 22nd March, 2024 (the “Cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.jtapariaprojects.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the **Cut-off date on Friday, 22nd March, 2024**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address through its RTA at nichetechpl@nicetechpl.com or to the Company at jtaparia2008@gmail.com.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to jtaparia2008@gmail.com.

7. Procedure for Remote E-Voting

The remote e-voting period begins on **Sunday, 07th April, 2024** at 09:00 a.m. and ends on **Monday, 06th May, 2024** at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **Friday, 22nd March, 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 **Friday, 22nd March, 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<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 user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

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	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.

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 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	Your User ID is:
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Website: www.jtapariaprojects.com Email id: jtaparia2008@gmail.com

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 cspoojagala@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

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3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions

- i. In case Members of the Company who have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E- voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered on nichetechpl@nicotechpl.com through its Registrar and Transfer Agent. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.

- ii. The Remote E-voting period commences from **9.00 a.m. (IST) on Sunday, 07th April, 2024** and ends **at 5.00 p.m. (IST) on Monday, 06th May, 2024**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the **Cut-off date i.e., Friday, 22nd March, 2024** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e., **on Monday, 06th May, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., www.jtapariaprojects.com and will be communicated to the Stock Exchanges where the Company's shares are listed.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Niche Technologies Pvt. Ltd on nichetechpl@nicotechpl.com or mail to Company jtaparia2008@gmail.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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 Item Nos. 1 to 4 of the accompanying notice:

ITEM NO: 1 - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended by The SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01st April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01st April, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2024-25:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Mr. Manmohan Shreegopal Agrawal	Father of Promoter and Chairman and Managing Director of the Company	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
2	Mr. Sarvesh Manmohan Agrawal	Promoter & Chairman and Managing Director of J. Taparia Projects	As per Section 188 of The Companies Act, 2013	100 crores	2024-25

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		Limited			
3	Mr. Chirayu Agrawal	Promoter and Non-Executive Non-Independent Director of J. Taparia Projects Limited. Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal are business partners.	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
4	Transglobal Trade Integration Private Limited	Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are directors and shareholders in Transglobal Trade Integration Private Limited. Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are promoters and directors in J. Taparia Projects Limited. Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal are business partners.	As per Section 188 of The Companies Act, 2013	100 crores	2024-25
5	Transglobal Trade Integration	Mr. Sarvesh Manmohan Agrawal and Mr.	As per Section 188 of The Companies	100 crores	2024-25

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		Manmohan Shreegopal Agrawal are partners in the firm. Mr. Manmohan Shreegopal Agrawal is Father of Promoter and Chairman and Managing Director of the Company. Mr. Sarvesh Manmohan Agrawal is Promoter & Chairman and Managing Director of J. Taparia Projects Limited	Act, 2013		
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Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2024-25 as mentioned in the below list are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

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The particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No.	Particulars	Details				
		Mr. Manmohan Shreegopal Agrawal	Mr. Sarvesh Manmohan Agrawal	Mr. Chirayu Agrawal	Transglobal Trade Integration Private Limited	Transglobal Trade Integration
1	Name of the Related Party	Mr. Manmohan Shreegopal Agrawal	Mr. Sarvesh Manmohan Agrawal	Mr. Chirayu Agrawal	Transglobal Trade Integration Private Limited	Transglobal Trade Integration
2	Name of the Director or KMP who is related	Mr. Sarvesh Manmohan Agrawal	NONE	NONE	Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal	Mr. Sarvesh Manmohan Agrawal
3	Nature of Relationship (including nature of interest, financial or otherwise)	Father of Promoter and Chairman and Managing Director of the Company	Promoter and Chairman and Managing Director of the Company who holds 31.36% shares	Promoter and Non-Executive Non-Independent Director of the Company who holds 25.66% shares	Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are directors and shareholders in Transglobal Trade Integration Private Limited. Mr. Chirayu Agrawal and Mr. Sarvesh Manmohan Agrawal are promoters and directors in J. Taparia Projects Limited. Mr. Sarvesh Manmohan Agrawal and Mr. Chirayu Agrawal are business partners.	Mr. Sarvesh Manmohan Agrawal and Mr. Manmohan Shreegopal Agrawal are partners in Transglobal Trade Integration. Mr. Manmohan Shreegopal Agrawal is Father of Promoter and Chairman and Managing Director of the Company. Mr. Sarvesh Manmohan Agrawal is Promoter & Chairman and Managing Director of J. Taparia Projects Limited.
4	Nature of Transaction	As per Section 188 and RPT policy of the Company				

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5	Tenure of Transaction	FY 2024-25				
6	Maximum value of Transactions	100 crores	100 crores	100 crores	100 crores	100 crores
7	Type, Material terms and particulars of the proposed transaction	To sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing of services including rental of property or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits (i.e. Short term loans/ borrowings), on such term(s) and condition(s) as the Board of Directors may deem fit for the financial year 2024-25.				
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	77696.274%	77696.274%	77696.274%	77696.274%	77696.274%
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)	NOT APPLICABLE				
10	Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary.	The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.				
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or	NO				

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	investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	
12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

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Percentage mentioned in the Explanatory Statement are rounded off.

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase or any transaction made during the said period.**

Other conditions as the Audit Committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction(s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

Any other information relevant or important for the Board to take a decision on the proposed transaction: **NIL.**

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. Therefore, the Board of Directors commends the passing of the special resolution set out at item No. 1 of accompanying notice.

Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, as per Regulation 23 (7) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not.

Except Mr. Sarvesh Manmohan Agrawal, Chairman and Managing Director and Mr. Chirayu Agrawal, Non-Executive Non-Independent Director; along with their relatives, none of the other Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO: 2 – TO APPOINT MS. BHOOMI KETAN TALATI (DIN: 10499741) 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 14th February, 2024, appointed Ms. Bhoomi Ketan Talati (DIN: 10499741) 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 14th February, 2024 to 13th February, 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, hence in the

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given instance, the Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

The company has received the consent from Ms. Bhoomi Ketan Talati to act as a Director in terms of Section 152 of The Companies Act, 2013 and declaration that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she 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, Ms. Bhoomi Ketan Talati has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Ms. Bhoomi Ketan Talati has also confirmed that she 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, Ms. Bhoomi Ketan Talati 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 Ms. Bhoomi Ketan Talati

Ms. Bhoomi Ketan Talati is a Fellow member of The Institute of Company Secretaries of India (ICSI). Additionally, she holds educational qualifications which includes Bachelors of Laws (Special), Post Graduate Diploma in Taxation Laws and Practice and Master of Commerce (M.com) in Accounting & Financial Management from The Maharaja Sayajirao University of Baroda.

She is having experience of more than 5 years in the field of Companies Law, Corporate Governance, Regulatory compliances and Secretarial functions.

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	Ms. Bhoomi Ketan Talati
Fathers Name	Mr. Ketan Madhusudan Talati
Date of birth	15 th January, 1991
First appointment on Board	14 th February, 2024
Nature of her expertise in specific functional areas	Expert in the field of Companies Law, Corporate Governance, Regulatory compliances and Secretarial functions
Years of experience	More than 5 years
Qualification	CS, Bachelors of Laws (Special), Post Graduate Diploma in Taxation Laws and Practice and Master of Commerce (M.com) in Accounting &

J. TAPARIA PROJECTS LIMITED

CIN: L46101WB1980PLC032979

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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

	Financial Management
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 – Member 2. Stakeholders Relationship Committee – Chairman
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	She is well versed in the field of Companies compliances.

*** 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 Ms. Bhoomi Ketan Talati 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. 2 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Ms. Bhoomi Ketan Talati and her 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: 3 – TO APPOINT MR. NISARG JAYESHKUMAR THAKKAR (DIN:10499616) 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 14th February, 2024, appointed Mr. Nisarg Jayeshkumar Thakkar (DIN: 10499616) 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 14th February, 2024 to 13th February, 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, hence in the given instance, the Company is seeking shareholder's approval through this postal ballot instead in the forthcoming general meeting.

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The company has received the consent from Mr. Nisarg Jayeshkumar Thakkar 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. Nisarg Jayeshkumar Thakkar has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Mr. Nisarg Jayeshkumar Thakkar 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. Nisarg Jayeshkumar Thakkar 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. Nisarg Jayeshkumar Thakkar

Mr. Nisarg Jayeshkumar Thakkar is an Associate member of The Institute of Company Secretaries of India (ICSI) and also possess the COP. He is a Practicing Company Secretary having work experience of more than 7 years in the field of Corporate Laws, Legal and Statutory matters, Direct / Indirect Taxation, Bookkeeping / Accounting as well as Auditing.

Mr. Nisarg Jayeshkumar Thakkar have previously worked on assignments involving Incorporation of Private Limited Companies / LLPs / Section 8 Companies, MCA Annual Compliances such as Annual Return Filings on MCA Portal, Securities Transfer, Buyback of Securities, Rights Issues, Bonus Issues, Secretarial Audits, Due Diligence, Striking off and Corporate Governance, Private Placements, Foreign Accounting, Corporate Advisory Work, Business Establishment, Audits and Other Secretarial Compliances.

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	Nisarg Jayeshkumar Thakkar
Fathers Name	Jayeshkumar Nagindas Thakkar
Date of birth	27 th April, 1994
First appointment on Board	14 th February, 2024
Nature of his expertise in specific functional areas	Expert in the field of Corporate Laws, Legal and Statutory matters, Direct / Indirect Taxation, Bookkeeping / Accounting as well as Auditing
Years of experience	More than 7 years
Qualification	Company Secretary
Directorship in Other Companies	NIL
Name of other public limited companies, where he	NIL

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is Director including this listed entity	
Member/Chairman of the Committee including this listed entity	J. Taparia Projects Limited 1. Audit Committee – Chairman 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 and Taxation.

*** 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. Nisarg Jayeshkumar Thakkar 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. 3 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Nisarg Jayeshkumar Thakkar 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: 4 – SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE STATE OF GUJARAT:

The Company was incorporated in the year 1980 under the provision of The Companies Act, 1956, in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is currently situated in the State of West Bengal.

The current promoters of the company took control of the management of the company in the Financial Year 2023-24. The new management is based in Gujarat and the major business activities of the company are being conducted from Gujarat. Thus, after due consideration and deliberation, the management has proposed to shift the registered office from the state of West Bengal to the state of Gujarat for effective and efficient coordination and functioning of the business activities of the company. The shifting of registered office as mentioned is considered to be in the best interest of the company, shareholders and all other stakeholders, and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

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Your approval is sought for voting by Postal Ballot/e-Voting in terms of the provisions of Section 110 of The Companies Act, 2013 read with Rule 22 i.e. Procedure to be Followed for Conducting Business Through Postal Ballot of The Companies (Management and Administration) Rules, 2014. In accordance with the provisions of Section 13 and 12 of The Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another, the alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change. In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the State of West Bengal to the State of Gujarat and for altering Clause II of the Memorandum of Association of the Company by substituting the words “State of West Bengal” by the words “State of Gujarat”.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e. Monday, 06th May, 2024. Members who wish to inspect the documents are requested to send an e-mail to jtaparia2008@gmail.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

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, 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 and on behalf of the Board
J. Taparia Projects Limited

Sd/-
Sarvesh Manmohan Agrawal
(Managing Director)
DIN: 08766623

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Place: Vadodara

Date: 27th March, 2024