

ARKADE DEVELOPERS LIMITED**CIN: U45200MH1986PLC039813****Regd Off: Arkade House, Next to Children's Academy, A.S.Marg, Ashok Nagar, Kandivali (E), Mumbai 400101.****Phone: 022 2887 4742. Email: info@arkade.in, Web: <https://arkade.in/>****POSTAL BALLOT NOTICE****{PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH
RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION)
RULES, 2014 AND AMENDMENTS THERETO}**

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108, of the Companies Act, 2013, (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, and amendments there to Secretarial Standard-2 on General Meetings (the 'SS-2'), , Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulation") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular No. 09/2023 issued on 25 September 2023 and latest being No. 09/2024 dated 19th September, 2024 read along with other connected circulars issued from time to time in this regard (**the 'MCA Circulars'**) 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), the item of special business set out in this Notice is proposed for consideration by the Members of Arkade Developers Limited (the 'Company') and for approval by means of Postal Ballot by voting through electronics means ("**remote e-voting**") only.

The Company has engaged the services of Bigshare Service Pvt. Ltd. for e-Voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 PM IST on **Saturday, 25th January 2025**, failing which it will be strictly considered that no reply has been received from the Member.

The Company has in compliance with Rule 22(5) of the Rules, appointed CS Deepti Joshi, Partner, Deepti Joshi and Associates, Company Secretaries having Membership No. F9139 and C.P.No.10768 as "Scrutinizer" to scrutinize the Postal Ballot process in a fair and transparent manner. CS Deepti Joshi has consented to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The Scrutinizer's decision on the validity of the votes shall be final.

The result of the Postal Ballot will be announced on or before Tuesday, 28th January, 2025 and will be displayed at the Company's website www.arkade.in besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes through e-Voting, i.e., **Saturday, 25th January 2025** shall be deemed

to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolution appended below.

In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (LODR) Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (“RTA”).

The Resolution proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statement setting out the material facts are as follows:

Item No. 1:

Appointment of Mr. Sumesh Ashok Mishra (DIN: 02453513) as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the rules made there under, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sumesh Ashok Mishra (DIN:02453513), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Non-Executive Director under Section 161(1) of the Act, designated as an independent Director who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom Company has received a notice in writing under section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from **13th November, 2024 to 12th November, 2029.**

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Sumesh Ashok Mishra, be paid such fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.





**By order of the Board
For Arkade Developers Limited**
(Formerly known as Arkade Developers Pvt. Ltd.)

Date : 13th November, 2024
Place : Mumbai

Sd/-
Sheetal Haresh Solani
Company Secretary & Compliance Officer
Mem No. : A45964

Reg Office: Arkade House, Next to
Children's Academy, A.S.Marg, Ashok Nagar,
Kandivali (E), Mumbai 400 101, Maharashtra,
India

NOTES:

- (1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.
- (2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
- (3) The Board of Directors of the Company at its meeting held on 13th November, 2024 has appointed Ms. Deepti Joshi, Practicing Company Secretary (FCS No. 9139; CP No. 10768) as the Scrutinizer to scrutinise the Postal Ballot process through Remote e-Voting in a fair and transparent manner and she has communicated her willingness to be appointed as Scrutiniser and will be available for the said purpose.
- (4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://arkade.in/postal-ballot/> as well as on the website of RTA at <https://ivote.bigshareonline.com> and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- (5) All the material documents referred to in the explanatory statement will be available at website of the Company at <https://arkade.in/> and 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 cs@arkade.in
- (6) Ms. Sheetal Haresh Solani, Company Secretary and Compliance Officer of the Company is the officer authorised to ensure smooth conduct of the e-Voting.
- (7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 20th December 2024 ("Cut-off Date"). The Notice is also uploaded on the website of the Company at <https://arkade.in/postal-ballot/> website

of e-voting service provider, i.e. Bigshare Service Pvt Ltd. at <https://ivote.bigshareonline.com> and on the websites of National Stock Exchange of India Limited(www.nseindia.com) and BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under “General Guidelines for Shareholders”.

(8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

(9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at cs@arkade.in or write to RTA’s email address at ivote@bigshareonline.com.

(10) The instructions for Remote e-Voting are as under:

(i) In compliance with the provisions of Sections 110 and 102 of the Act read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of Bigshare Services Pvt. Ltd. to provide remote e-Voting facility to its members.

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 20th December 2024 (“Cut-off Date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories 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 Postal Ballot Notice for information purposes only.

(iii) The Remote e-Voting period commences from 9:00 AM IST on Friday, 27th December 2024, and ends at 5:00 PM IST on Saturday, 25th January, 2025. The e-Voting module shall be disabled by Bigshare for voting thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.

(iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., Saturday, 25th January 2025 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.



The details of the process and manner for Remote e-Voting are explained herein below:

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful





	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

<u>Login type</u>	<u>Helpdesk details</u>
<u>Individual Shareholders holding securities in Demat mode with CDSL</u>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.
<u>Individual Shareholders holding securities in Demat mode with NSDL</u>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter 16 Digit Beneficiary ID as user id.



- Shareholders holding shares in **NSDL demat account** should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- **Click on I AM NOT A ROBOT (CAPTCHA) option and login.**

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- **If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’**
- **Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.**

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

2. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

- Your investor is now mapped, and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or evoting@bigshareonline.com or call us at: 1800 22 54 22, 022 62638200 or send request to Ms. Harshada Ghorpade, Executive-Bigshare Service Pvt Ltd. Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre , Mahakali Caves Road, Andheri (East) Mumbai – 400093

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 1 Appointment of Mr. Sumesh Ashok Mishra (DIN: 02453513) as Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment as Independent Director, the Board of Directors of the Company has appointed Mr. Sumesh Ashok Mishra (DIN: 02453513) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 13th November 2024, subject to the approval of the Members of the Company. In accordance with the provisions of Section 161 of Companies Act, 2013 (“the Act”) and Regulation 17(1C) of the Listing Regulations, Mr. Sumesh Ashok Mishra shall hold office as an Additional Director up to the date of the ensuing General Meeting/Postal Ballot or three months from the date of his appointment as an Additional Director, whichever is earlier. In terms of provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of the Listing Regulations, appointment of Independent Director requires approval of Members by way of a Special Resolution.

Mr. Sumesh Ashok Mishra is a Chartered Accountant and MBA (Finance) with 18-year experience spread over Financial Services and Real Estate. He started his career with JP Morgan and later joined Brescon Corporate Services in financial services. He has a proven track record of raising over USD 1 Bn investments for public and private companies.

He was the Chief Operating Officer of Sunteck Realty Ltd and led Investor Relations, Fund-raising (primary and secondary market deals), Sales, CRM and other initiatives for the company. During his real estate stint he raised funds from international market and renowned global funds in the listed entity space. He has raised Construction / Project finance from all large Private Banks as well as Public sector bank and enjoys a string relationship in the Banking Industry. He has also set up Sales & Distribution platform through channel partners / agents in international markets like Dubai, Singapore, Hong Kong and London (UK). He has been instrumental in driving real estate sales of over USD 1 Bn for projects across Mumbai, Pune, Goa and Nagpur.

He is also one of the co-founders of APAC Financial services (Multiples private equity backed company). He runs his own family office for investments in listed / unlisted companies in his individual capacity. He has also co-founded a company for providing Sales and fund-raising related advisory services in the Real Estate Industry.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee on the basis of the balance of skills, knowledge and experience, is of the opinion that Mr. Sumesh Ashok Mishra meets with the roles and capabilities, as may be required. The Company has received a declaration from him to the effect that he meets the criteria of independence



as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also 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. He further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of his name in the data bank of the Indian Institute of Corporate Affairs (IICA).

The Company has received consent and declaration in writing from Mr. Sumesh Ashok Mishra(DIN: 02453513) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further, the Company has received a Notice in writing from a member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Sumesh Ashok Mishra (DIN: 02453513) fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and is independent of the management. A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during business hours (between 2.00 p.m. and 5.00 p.m.) on all working days (except Saturdays, Sundays and Holidays) up to the last date of the receipt of the Postal Ballot and is also available on the website of the Company i.e. <https://www.arkade.in>. Mr. Sumesh Ashok Mishra (DIN: 02453513) is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions are enclosed and forms part of this Notice as **Annexure-A**.

Except Mr. Sumesh Ashok Mishra and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution. The Board of Directors recommends the Special Resolution set out at item no. 1 of the Notice for approval by the Members.

By order of the Board

Date : 13th November,2024

Place : Mumbai

Sd/-
Sheetal Haresh Solani
Company Secretary
Mem. No. : A45964

Reg Office: Arkade House, Next to
Children's Academy, A.S.Marg, Ashok
Nagar, Kandivali (E), Mumbai 400 101,
Maharashtra, India



ANNEXURE - A

Details of Directors seeking appointment / re-appointment pursuant to Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) issued by the ICSI are as follows:

Sr. No.	Nature of Information	Item No. 1 of Notice
1	Name	Sumesh Ashok Mishra
2	DIN	02453513
3	Date of Birth / Age	03-04-1981 – 43 years
4	Nationality	Indian
5	Date of First Appointment on the Board	13 th November, 2024
6	Qualification	Chartered Accountant and MBA (Finance)
7	Experience and Nature of expertise in specific functional area	18-year experience spread over Financial Services and Real Estate. He has a proven track record of raising over USD 1 Bn investments for public and private companies
8	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
9	Shareholding in the Company (including as Beneficial Owner)	Mr. Sumesh Mishra :0.021%
10	No. of Board meetings attended during the year	FY 2023-24: Nil, Appointed as Independent Director w.e.f. 13th November, 2024.
11	Directorship in other Companies	Listed Company :1) Sancode Technologies Limited Unlisted Companies :1) Lighthouse Realty Solutions Private Limited
12	Chairmanship / Membership of Committee of Board of Directors of the Company	Risk Management Committee: Member
13	Chairmanship / Membership of Committee of Board of Directors of other Companies	Sancode Technologies Limited- Listed on BSE SME Exchange Chairman: Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee
14	Listed entities from which the person has resigned in past three years	Nil
15	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Mr. Sumesh Ashok Mishra is proposed to be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years,



		with effect from November 13th, 2024 to November 12th, 2029.
16	Remuneration last drawn, if any	Nil
17	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	The Nomination and Remuneration Committee has identified among others, Business Management, Operations, Finance & General Management as the skills required for the role of Director. Mr. Sumesh Ashok Mishra has the said requisite skills and capabilities for the Role of the Independent Director of the Company.

