

May 31, 2022

EFL/BSE/2022-23/12

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001

**Scrip Code: 543482**  
**Scrip ID: EUREKAFORBE**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir,

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice dated May 31, 2022 together with the Explanatory Statement, seeking approval of shareholders by way of remote e-voting only, on the following resolutions:

1. Appointment of Mr. Arvind Uppal (DIN: 00104992) as Non-Executive and Non-Independent Director, proposed to be passed as an Ordinary Resolution;
2. Appointment of Mr. Vinod Rao (DIN: 01788921) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
3. Appointment of Mrs. Gurveen Singh (DIN: 09507365) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
4. Appointment of Mr. Homi Adi Katgara (DIN: 00210338) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
5. Appointment of Mr. Sahil Dilip Dalal (DIN: 07350808) as Non-Executive and Non-Independent Director, proposed to be passed as an Ordinary Resolution; and
6. Re-appointment of Mr. Marzin R Shroff (DIN: 00642613) as Managing Director and Chief Executive Officer, proposed to be passed as a Special Resolution.

Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) read with the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/ 2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 (collectively, referred to as the “MCA Circulars”) and Regulation 44 of the Listing Regulations and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, notice has been given to the Members of the Company, to consider and if thought fit to pass the resolutions set out in the Postal Ballot Notice as Ordinary Resolution or Special Resolution, as the case may be.

This is to inform that the Company has on May 31, 2022 completed the dispatch of the Postal Ballot Notice. Pursuant to the MCA Circulars, the Company has sent the electronic copies of the Postal Ballot Notice along with the Explanatory Statement to all Members of the Company, who have registered their e-mail address with the Company or with their Depository Participant (in respect of the shares held in electronic form) as on Friday, May 27, 2022, i.e. the cut-off date.

Voting through Postal Ballot including voting by electronic means shall commence from 9:00 AM IST on Wednesday, June 01, 2022 and conclude at 5:00 PM IST on Thursday, June 30, 2022. The Members who have their email ids registered with the Company, shall avail remote e-voting facility.

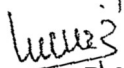
The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing e-voting facility to all its Members. The instructions on the process of postal ballot through remote e-voting are provided in the Postal Ballot Notice.

The Postal Ballot Notice will also be available on the Company’s website at [www.eurekaforbes.com](http://www.eurekaforbes.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking You,

For Eureka Forbes Limited  
*(formerly Forbes Enviro Solutions Limited)*

  
Dattaram P. Shinde  
Company Secretary, Head – Legal & Compliance Officer



Encl: As Above



**EUREKA FORBES LIMITED**

*(formerly Forbes Enviro Solutions Limited)*

**Corporate Identity Number: L27310MH2008PLC188478**

Registered Office: B1/B2, 7th Floor, 701, Marathon Innova, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai, Maharashtra - 400013, India.

Phone No.: +91 22 4882 1700 Fax No.: +91 22 4882 1701

Website: [www.eurekaforbes.com](http://www.eurekaforbes.com); E-mail: [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com)

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**NOTICE OF POSTAL BALLOT**

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

**NOTICE** is hereby given to you, the Members of Eureka Forbes Limited (formerly Forbes Enviro Solutions Limited) (“the Company”) pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions as set out hereinbelow (and set out in further details in this Postal Ballot Notice) are proposed for consideration by the Members of the Company through Postal Ballot only by voting through electronic means (“**remote e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system:

- (i) Appointment of Mr. Arvind Uppal (DIN: 00104992) as Non-Executive and Non-Independent Director, proposed to be passed as an Ordinary Resolution;
- (ii) Appointment of Mr. Vinod Rao (DIN: 01788921) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
- (iii) Appointment of Mrs. Gurveen Singh (DIN: 09507365) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
- (iv) Appointment of Mr. Homi Adi Katgara (DIN: 00210338) as Non-Executive and Independent Director, proposed to be passed as a Special Resolution;
- (v) Appointment of Mr. Sahil Dilip Dalal (DIN: 07350808) as Non-Executive and Non-Independent Director, proposed to be passed as an Ordinary Resolution; and

- (vi) Re-appointment of Mr. Marzin R Shroff (DIN: 00642613) as Managing Director and Chief Executive Officer of the Company, proposed to be passed as a Special Resolution.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22 of the Rules, the Board of Directors of your Company in their meeting held on May 30, 2022, has appointed Mr. Mihen Halani (Membership No.: FCS 9926), Proprietor of M/s. Mihen Halani & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09:00 AM IST on Wednesday, June 01, 2022 and ends at 05:00 PM IST on Thursday, June 30, 2022. The Scrutinizer will submit his report to the Chairman of the Company or any Director authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 05:00 PM IST on or before Monday, July 04, 2022.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.eurekaforbes.com](http://www.eurekaforbes.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In the event the Resolutions is approved by requisite majority of Members, the date of passing of the said resolution, shall be deemed to be June 30, 2022 i.e. the last date stipulated for receipt of votes through E- voting.

## **ITEM NO. 1:**

### **Appointment of Mr. Arvind Uppal (DIN: 00104992) as Non-Executive and Non- Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution:**

**“Resolved that** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Mr. Arvind Uppal (DIN: 00104992), who was appointed as an Additional Non-Executive Director of the Company w.e.f. April 26, 2022 by the Board of Directors and who holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Act and other applicable provisions of the Act read with the Rules and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offers himself for appointment, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## **ITEM NO. 2:**

### **Appointment of Mr. Vinod Rao (DIN: 01788921) as Non-Executive and Independent Director of the Company**

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

**“Resolved that** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Mr. Vinod Rao (DIN: 01788921) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from April 26, 2022, in terms of Section 161 of the Act and the Articles of Association of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, whose candidature for the office of Independent Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed

as a Non-Executive and Independent Director for a term of five consecutive years effective from April 26, 2022 till April 25, 2027 and shall not liable to retire by rotation.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 3:**

**Appointment of Mrs. Gurveen Singh (DIN: 09507365) as Non-Executive and Independent Director of the Company**

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

“**Resolved that** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Mrs. Gurveen Singh (DIN: 09507365) as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from April 26, 2022, in terms of Section 161 of the Act and the Articles of Association of the Company and has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, whose candidature for the office of Independent Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as a Non-Executive and Independent Director for a term of five consecutive years effective from April 26, 2022 till April 25, 2027 and shall not liable to retire by rotation.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 4:**

**Appointment of Mr. Homi Adi Katgara (DIN: 00210338) as Non-Executive and Independent Director of the Company**

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

“**Resolved that** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if any, as amended from time to time, Mr. Homi Adi Katgara (DIN: 00210338) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from January 31, 2022, in terms of Section 161 of the Act and the Articles of Association of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, whose candidature for the office of Independent Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as a Non-Executive and Independent Director for a term of five consecutive years effective from January 31, 2022 till January 30, 2027 and shall not liable to retire by rotation.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **ITEM NO. 5:**

#### **Appointment of Mr. Sahil Dilip Dalal (DIN: 07350808) as Non-Executive and Non- Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution:**

**“Resolved that** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Mr. Sahil Dilip Dalal (DIN: 07350808), who was appointed as an Additional Non-Executive Director of the Company w.e.f. April 26, 2022 by the Board of Directors and who holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and other applicable provisions of the Act read with the Rules, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offers himself for appointment, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 6:**

**Re-appointment of Mr. Marzin R Shroff (DIN: 00642613) As Managing Director and Chief Executive Officer of the Company**

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

**“Resolved that** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Mr. Marzin R Shroff (DIN 00642613), as the Managing Director and Chief Executive Officer (“MD & CEO”) of the Company for a further period of five years with effect from April 01, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit.

**Resolved further that** the Board of Directors and Company Secretary, Head – Legal and Compliance Officer of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board  
for Eureka Forbes Limited**

*(formerly Forbes Enviro Solutions Limited)*

sd/-

**Dattaram P Shinde  
Company Secretary, Head – Legal & Compliance Officer**

Date: May 31, 2022

Registered office:

B1/B2, 7th Floor, 701,

Marathon Innova,

Off Ganpatrao Kadam Marg,

Lower Parel, Mumbai,

Maharashtra - 400013, India.

CIN: L27310MH2008PLC188478

Phone No.: +91 22 4882 1700

Fax No.: +91 22 4882 1701

**E-mail:** [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com)

**Website:** [www.eurekaforbes.com](http://www.eurekaforbes.com)



## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment are also annexed to this Notice.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that this Postal Ballot Notice will also be available on the Company’s website [www.eurekaforbes.com](http://www.eurekaforbes.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Thursday, June 30, 2022.
7. The instructions for remote e-voting are as under:
  - (i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, 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 NSDL 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, May 27, 2022 (“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. The remote e-voting period commences from 09:00 AM IST on Wednesday, June 01, 2022 and ends at 05:00 PM IST on Thursday, June 30, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.

(iii) The Board of Directors of the Company has appointed Mr. Mihen Halani (Membership No. FCS 9926), Proprietor of M/s. Mihen Halani & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

(iv) The details of the process and manner for remote e-voting are explained herein below:

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectRegistration.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectRegistration.jsp</a></li> <li>c. Please follow steps given in points 1-5.</li> </ol>

	<p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their 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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of <b>e-voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> </ol>

(holding securities in demat mode) login through their DPs	<p>2. Once logged-in, you will be able to see the 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.</p> <p>3. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-voting website of NSDL. Open web browser by clicking the 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, Password/OTP and a verification code as shown on the screen.
4. 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 login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****</p>

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***

6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your ‘initial password’?
    - If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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’.
    - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**
7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
  - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

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

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
- Select “EVEN” of Company, which is 119563 for which you wish to cast your vote during the remote e-voting period.
- 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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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.

### **General Guidelines for Shareholders**

1. Institutional/Corporate 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://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 <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free no: 1800 1020 990/1800 224 430.

### **C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON 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 [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.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 [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents. 4. In terms of SEBI circular dated December 9, 2020, 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.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 and 110 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 1 to 6 of the accompanying Notice dated May 31, 2022.

**Item No. 1**

The Board of Directors, at its meeting held on April 26, 2022, based on the recommendation of Nomination and Remuneration Committee has, subject to the approval of the members, appointed Mr. Arvind Uppal, as Additional Non-Executive and Non-Independent Director, with effect from April 26, 2022, to hold office till the conclusion of the ensuing Annual General Meeting of the Company. He shall be liable to retire by rotation in accordance with Section 152(6) of the Act.

**Brief Profile of Mr. Arvind Uppal is as follows:**

Mr. Arvind Uppal is the Non-Executive Chairman Whirlpool of India Ltd, along with being on a number of public listed boards including the likes of Gulf Oil lubricants India Ltd, Akzo Nobel India (until 2021) and an Industry advisor to Advent International.

Mr. Uppal was President Asia Pacific for Whirlpool Corporation India Ltd until December, 2017 and is credited with the dramatic turnaround of its India operations.

He has over thirty one years of experience in the consumer industry Prior to Whirlpool, Mr. Uppal worked in Nestle for over 18 years in India, Switzerland, China and South East Asia. He was closely associated with the Maggi brand and was responsible for the launch and success of this brand across these markets.

Recognized as an astute strategist, with a proven track record of having turned around businesses in both the durables and non-durables across many countries.

The other details of Mr. Arvind Uppal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except Mr. Arvind Uppal, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Ordinary Resolution at Item No. 1 for approval of the members.

**Item No. 2**

The Board of Directors, at its meeting held on April 26, 2022, based on the recommendation of Nomination and Remuneration Committee has appointed Mr. Vinod Rao, as Additional Director, with effect from April 26, 2022, to hold office till the conclusion of the next Annual General Meeting of the Company.

He has also been appointed as an independent director for a period of 5 consecutive years up to April 25, 2027, subject to approval of the members.

Further, Mr. Vinod Rao shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

**Brief Profile of Mr. Vinod Rao is as follows:**

Mr. Vinod Rao has over 35 years' experience across three global, blue-chip multinationals – Diageo (FTSE 10), PepsiCo (S&P 100) and ICI (was FTSE 100) – spanning a diverse range of industries including FMCG, consumer durables and industrial products with a reputation as a strong functional finance lead, a strategic thinker and an operational business partner. Mr. Rao's last roles before retiring from an executive career were Group Treasurer and Head of Investor Relations, Diageo Plc, London.

Mr. Vinod Rao has deep expertise in both developing and developed markets including India, China, Southeast Asia, the UK and Europe.

Mr. Vinod Rao is a Bachelor of Commerce from Madras University, a Member of the Institute of Chartered Accountants of India and attended a Senior Executive Program from London Business School.

Mr. Vinod Rao is also a Trustee in Isha Foundation, a registered charity in UK.

The other details of Mr. Vinod Rao in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The Company has received from Mr. Vinod Rao his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Company has received a notice in writing pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Vinod Rao for his appointment to the office of Independent Director.

Mr. Vinod Rao does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Vinod Rao, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Special Resolution at Item No. 2 for approval of the members.

**Item No. 3**

The Board of Directors, at its meeting held on April 26, 2022, based on the recommendation of Nomination and Remuneration Committee has appointed Mrs. Gurveen Singh, as Additional Director,



with effect from April 26, 2022, to hold office till the conclusion of the next Annual General Meeting of the Company.

She has also been appointed as an independent director for a period of 5 consecutive years up to April 25, 2027, subject to approval of the members.

Further, Mrs. Gurveen Singh shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

**Brief Profile of Mrs. Gurveen Singh is as follows:**

Mrs. Gurveen Singh completed her Bachelors in Philosophy Honours from Lady Sri Ram College, Delhi University, her Post Graduate in 'Personnel Management and Industrial Relations' from Xavier Labour Relations Institute (XLRI), Jamshedpur, and is a specialist in Human Resource Management. With her experience spanning across 42 years in *inter alia* talent development and HR solutions, she retired in 2020 as the Chief Human Resources Officer (CHRO) of a FTSE 20 Company, Reckitt Benckiser PLC (RB). She is presently an Advisor to Landmark group of industries in Dubai, UAE and serves as an independent director on the board of Viyash Life Sciences Private Limited.

In her long tenured career, Mrs. Gurveen Singh has contributed significantly to leading companies across the consumer products and hospitality sectors with a proven track record of helping businesses thrive while undergoing complex transformations and has extensive experience leading complex mergers, acquisitions. She has also held several HR roles in the hospitality industry from 1980 to 1993, and in South and East Asia with Reckitt Benckiser between 2006 and 2006 to 2010, respectively. She has also held the role of Area HR Director role for Developing Markets from 2010 to 2017, where she led the HR department for complex emerging markets like Latin America, South Asia, ASEAN, Africa Middle East and Greater China. One of her remarkable accomplishments include the contribution she has made to building the foundations for the HR function in both the Holiday Inn & Hyatt and Reckitt & Colman and setting up the function for growth.

The other details of Mrs. Gurveen Singh in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The Company has received from Mrs. Gurveen Singh her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Company has received a notice in writing pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mrs. Gurveen Singh for her appointment to the office of Independent Director.

Mrs. Gurveen Singh does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except for Mrs. Gurveen Singh, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Special Resolution at Item No. 3 for approval of the members.

#### **Item No. 4**

The Board of Directors, at its meeting held on January 31, 2022, based on the recommendation of Nomination and Remuneration Committee has appointed Mr. Homi Adi Katgara, as Additional Director, with effect from January 31, 2022, to hold office till the conclusion of the next Annual General Meeting of the Company.

He has also been appointed as an independent director for a period of 5 consecutive years up to January 30, 2027 subject to approval of the members.

Further, Mr. Homi Adi Katgara shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

#### **Brief Profile of Mr. Homi Adi Katgara is as follows:**

**Mr. Homi Adi Katgara**, aged around 58 years, is the youngest of the fourth generation of the founding family which established Jeena & Company 122 years ago, making them the pioneers of freight forwarding in India.

During his tenure of nearly thirty-two years in the forwarding industry, Mr. Homi Katgara has been actively involved in the day to day management of the Company. He is also a Partner and a Director in various group Companies. Mr. Homi Katgara, is a Trustee at Masina Hospital, one of the oldest and most venerated institutions of Bombay. He has been the Past President of the Air Cargo Club of Bombay and has also served on the committee at the Rotary Club of Bombay and the Balloting & Disciplinary Committee of The Willingdon Sports Club, one of the premier sporting clubs in Bombay. He was also a Committee Member of the Indo Canadian Business Chamber.

Apart from the above, he is also into real estate and on the philanthropic side, strongly believes in “giving back to society what we have received from it” which he does through charitable trusts and foundations set up by the family.

The other details of Mr. Homi Katgara in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The Company has received from Mr. Homi Katgara his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Company has received a notice in writing pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Katgara for his appointment to the office of Independent Director.

Mr. Homi Katgara holds 2,51,250 (0.13%) shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except for Mr. Homi Katgara, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Special Resolution at Item No. 4 for approval of the members.

#### **Item No. 5**

The Board of Directors, at its meeting held on April 26, 2022, based on the recommendation of Nomination and Remuneration Committee has, subject to the approval of the members, appointed Mr. Sahil Dilip Dalal, as Additional Non-Executive and Non-Independent Director, with effect from April 26, 2022, to hold office till the conclusion of the ensuing Annual General Meeting of the Company. he shall be liable to retire by rotation in accordance with Section 152(6) of the Act.

#### **Brief Profile of Mr. Sahil Dilip Dalal is as follows:**

Mr. Sahil Dilip Dalal joined Advent in 2009. Presently, he is the Managing Director of Advent India PE Advisors Private Limited. Prior to business school, he was an associate with JLL Partners, a New York based private equity firm where he focused on buyout and growth equity transactions. Prior to JLL Partners, Sahil spent three years with Bear Stearns in New York as an analyst in its Investment Banking Division.

Mr. Sahil Dalal has a BBA with High Distinction from The Ross School of Business at the University of Michigan and an MBA from the Wharton School at the University of Pennsylvania.

Mr. Sahil Dalal has worked on Advent's investments in ASK Investment Managers Private Limited, CAMS, Crompton Greaves Consumer Electricals Limited, DFM Foods, Dixcy Textile Private Limited, QuEST Global, Eureka Forbes and Encora.

The other details of Mr. Sahil Dalal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except for Mr. Sahil Dalal, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Ordinary Resolution at Item No. 5 for approval of the members.

#### **Item No. 6**

The Board of Directors, at its meeting held on March 29, 2022, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Marzin R Shroff, as MD & CEO of the Company for a further period of five years, with effect from April 01, 2022 to March 31, 2027, subject to the approval of the Members.

**Brief profile of Mr. Marzin R Shroff is as follows:**

Mr. Marzin R Shroff is the Managing Director & CEO of Eureka Forbes Ltd. A leading health & hygiene company, protecting the lives of one in five Urban Indians.

Mr. Marzin R Shroff is a Chartered Marketer from the Chartered Institute of Marketing, UK, and an MBA in Marketing. He started his career as a Brand Manager at Eureka Forbes. In a career spanning over three decades, he has acquired multi-dimensional experience in Strategy, Direct Selling, Digital, Advertising, Business Transformation & International Business.

His responsibility at Eureka Forbes is ‘Thought Leadership’, ‘Talent Leadership’, ‘Brand Leadership’, and ‘Market Leadership’. His key tasks are to instil a “Purpose Driven Culture”, navigate the business to make it future proof, and proactively manage business risks. He is responsible for cultivating and challenging best in class talent, as well as nurturing meaningful SuperBrands such as “Aquaguard”, “Forbes”, and “Eureka Forbes”.

His contribution to the improvement in water quality (internationally) has been recognised by Water Quality Association USA by awarding him with ‘International Award of Merit’.

The other details of Mr. Marzin R Shroff in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The Members are requested to consider re-appointment of Mr. Marzin R Shroff as MD & CEO for a term of 5 years with effect from April 01, 2022 to March 31, 2027.

The brief terms and conditions of appointment of Mr. Marzin R Shroff (hereinafter referred to as “MD & CEO”) are given below:

**A. Tenure of Appointment**

The appointment as MD & CEO is for a period of five years with effect from April 01, 2022.

**B. Nature of Duties**

MD & CEO shall devote the whole of his time during business hours to the business of the Company and shall use best of his skills, abilities and utmost endeavours to promote the interest and welfare of the Company and to conform to and comply with directions and regulations of the Company and all such orders and directions as may be given by the Board of Directors from time to time.

Subject to the superintendence, control and direction of the Board of Directors of the Company, the day to day management of the Company shall be in the hands of the MD & CEO except those powers which are specifically required to be exercised only by the Board of Directors, committees of the Company and/ or the shareholders under the Companies Act, 2013 or any other act/rules as may be prevailing at the relevant time. Further, the MD & CEO shall be responsible for managing whole of the business affairs of the Company whether domestic or international to achieve the organizational objectives.

### **C. Remuneration and Commission**

Annual Basic Salary of Rs. 87,78,000/- (Rupees Eighty Seven Lakhs Seventy Eight Thousand only) with yearly increase therein as the Board may from time to time determine at its absolute discretion. First of such increase shall be considered effective April 1, 2023, subject to the overall ceiling prescribed in Sections 197 of the Act, based on the net profits of the Company for each financial year, annual commission of such amount as may be approved by the Board at its absolute discretion.

In addition, the MD & CEO will be entitled to the following:

- (i) furnished accommodation or house rent allowance in lieu thereof as per the policy of the Company;
- (ii) house maintenance allowance, medical allowance, servants' allowance, reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs as per the policy of the Company, leave travel concession as per Company policy, club fees. The perquisites and allowances in (i) and (ii) will be subject to a maximum ceiling of 100% of the Annual Basic Salary or as may be decided from time to time by the Board;
- (iii) group mediclaim insurance policy benefit for MD & CEO, his spouse and dependent children, contribution to provident fund, superannuation fund or annuity fund, gratuity; and
- (iv) leave on full pay and allowances, as per Company's rules with encashment of leave facility, use of Company's car with driver for official duties, telephone at residence, communication devices and usage thereof.

### **D. Minimum Remuneration**

Where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and allowances, commission, subject to compliance with applicable provisions of the Act and such further approvals as may be required.

### **E. Brief terms of Appointment as per Agreement dated March 29, 2022**

1. Income-tax, if any, on or in respect of the remuneration shall be payable by MD & CEO and the Company shall deduct taxes as may be applicable from all amounts and sums payable by the Company to MD & CEO and deposit the same with tax authorities.
2. MD & CEO shall not be entitled to be paid any sitting fees for attending meetings of the Board during his employment under this Agreement.
3. MD & CEO shall be entitled to reimbursement of all expenses actually and reasonably incurred by him for or in connection with the Company's business.
4. MD & CEO shall not be liable to retire by rotation and he shall not be considered as a retiring Director for the purpose of determining the number of Directors retiring by rotation, so long as he continues to hold the office of MD & CEO.

5. The Employment Agreement dated March 29, 2022 can be terminated for convenience by either the Company or Mr. Marzin R. Shroff by giving not less than 3 (three) months' written notice to the other party. Further, the Company can terminate the agreement at any time by giving to Mr. Marzin R. Shroff 3 (three) months' salary in lieu of the said notice.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act and the Articles of Association of the Company, the terms of re-appointment and remuneration of the MD & CEO as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. Marzin R. Shroff, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out in the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee recommends Special Resolution at Item No. 6 for approval of the members.

**Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

<b>Particulars</b>	<b>Mr. Arvind Uppal</b>	<b>Mr. Vinod Rao</b>	<b>Mrs. Gurveen Singh</b>	<b>Mr. Homi Adi Katgara</b>	<b>Mr. Sahil Dilip Dalal</b>	<b>Mr. Marzin R Shroff</b>
<b>Date of Birth and Age</b>	June 19, 1962 (59 years)	June 02, 1962 (59 years)	October 12, 1957 (64 years)	October 11, 1963 (58 years)	July 04, 1980 (41 years)	September 23, 1965 (56 years)
<b>DIN</b>	00104992	01788921	09507365	00210338	07350808	00642613
<b>Date of Appointment</b>	April 26, 2022	April 26, 2022	April 26, 2022	January 31, 2022	April 26, 2022	November 26, 2008 (first appointment) April 1, 2022 (re-appointment)
<b>Qualifications</b>	B.Tech, MBA	A Bachelor of Commerce from Madras University, a Member of the Institute of Chartered Accountants of India and attended a Senior Executive Program from London Business School.	Bachelors in Philosophy Honours from Lady Sri Ram College, Delhi University, her Post Graduate in 'Personnel Management and Industrial Relations' from Xavier Labour Relations Institute (XLRI), Jamshedpur	B.Com	A BBA with High Distinction from The Ross School of Business at the University of Michigan and an MBA from the Wharton School at the University of Pennsylvania.	Chartered Marketer from the Chartered Institute of Marketing, UK, and an MBA in Marketing
<b>Expertise in specific functional areas</b>	Refer Item 1 of explanatory statement annexed to this Postal Ballot Notice.	Refer Item 2 of explanatory statement annexed to this Postal Ballot Notice.	Refer Item 3 of explanatory statement annexed to this Postal Ballot Notice.	Refer Item 4 of explanatory statement annexed to this Postal Ballot Notice.	Refer Item 5 of explanatory statement annexed to this Postal Ballot Notice.	Refer Item 6 of explanatory statement annexed to this Postal Ballot Notice.

<p><b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b></p>	<p>NA</p>	<p>Mr. Vinod Rao has over 35 years' experience in a diverse range of industries including FMCG, consumer durables and industrial products with a reputation as a strong functional finance lead, a strategic thinker and an operational business partner. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Mrs. Gurveen Singh has an experience spanning across 42 years in <i>inter alia</i> talent development and HR solutions with a proven track record of helping businesses thrive while undergoing complex transformations and has extensive experience leading complex mergers, acquisitions. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Mr. Homi Katgara has an experience of nearly 32 years and sufficient breadth of skills in areas of freight forwarding and business strategy and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>NA</p>	<p>NA</p>
<p><b>Relationships between directors inter-se</b></p>	<p>NA</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>



<b>Terms and Conditions of appointment</b>	Terms and conditions of his appointment are specified under resolution at Item no. 1 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.	Terms and conditions of his appointment are specified under resolution at Item no. 2 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.	Terms and conditions of her appointment are specified under resolution at Item no. 3 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.	Terms and conditions of his re-appointment are specified under resolution at Item no. 4 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.	Terms and conditions of his appointment are specified under resolution at Item no. 5 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.	Terms and conditions of his appointment and proposed remuneration are specified under resolution at Item no. 6 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.
<b>Proposed remuneration to be paid</b>	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Proposed remuneration is specified under resolution at Item no. 6 of this Notice read with the explanatory statement annexed to this Postal Ballot Notice.
<b>Remuneration last drawn (including sitting fees, if any) (Financial Year 2021-22)</b>	NIL	NIL	NIL	Rs. 8.5 Lakh	NIL	Rs. 53.6 Lakh
<b>Number of Board</b>	NA	NA	NA	2	NA	7

<b>meetings attended during the year (Financial Year 2021-22)</b>						
<b>Directorships held in other companies along with listed entities from which the person has resigned in the past three years</b>	<ul style="list-style-type: none"> <li>• Gulf Oil Lubricants India Limited</li> <li>• Whirlpool of India Limited</li> <li>• Tuscan Ventures Private Limited</li> <li>• One Degree Turn (OPC) Private Limited</li> <li>• Akzo Nobel India Limited (ceased w.e.f. May 23, 2021)</li> <li>• Amber Enterprises India Limited (appointed w.e.f. May 13, 2022)</li> <li>• IL JIN Electronics (India) Private Limited (appointed w.e.f. May 13, 2022)</li> </ul>	<ul style="list-style-type: none"> <li>• United Spirits Limited (ceased w.e.f. December 16, 2021)</li> </ul>	<ul style="list-style-type: none"> <li>• Viyash Life Sciences Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Inspection And Quality Control Private Limited</li> <li>• Watermaker (India) Private Limited</li> <li>• Asho Realty Private Limited</li> <li>• Setconnect E-Commerce &amp; Multi Services Private Limited</li> <li>• Schnellecke – Jeena Logistics India Private Limited</li> <li>• Trail Blazer Tours India Private Limited</li> <li>• Jeena Criticare Logistics Private Limited</li> <li>• MSE Forwarders</li> </ul>	<ul style="list-style-type: none"> <li>• DFM Foods Limited</li> <li>• Modenik Lifestyle Private Limited</li> <li>• Advent India PE Advisors Private Limited</li> <li>• Cropmton Greaves Consumer Electricals Limited (ceased w.e.f. July 23, 2021)</li> </ul>	<ul style="list-style-type: none"> <li>• Forbes Facility Services Private Limited</li> </ul>

				<p>India Private Limited</p> <ul style="list-style-type: none"><li>• Allport Cargo Private Limited</li><li>• Aviapro Logistic Services Private Limited</li><li>• Jeena And Company Private Limited</li><li>• Kales Airline Services India Private Limited</li><li>• Quantum Trustee Company Private Limited</li><li>• A&amp;N Ventures Private Limited</li><li>• Silver Complex Private Limited</li><li>• Tanzanite Properties Private Limited</li><li>• Crystal Complex Private Limited</li></ul>		
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				Jeena Scriptech Alpha Advisors Private Limited		
<b>Memberships / Chairmanships of committees of other companies</b>	<ul style="list-style-type: none"> <li>Whirlpool of India Limited (Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Audit Committee, Nomination &amp; Remuneration Committee, Risk Management Committee)</li> <li>Gulf Oil Lubricants India Limited (Stakeholders Relationship Committee, Risk Management Committee,</li> </ul>	NIL	NIL	Jeena and Company Private Limited (CSR Committee)	<ul style="list-style-type: none"> <li>DFM Foods Ltd (Audit Committee, Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee, Operation Committee, Risk Management Committee)</li> <li>Modenik Lifestyle Private Limited (Audit Committee, Corporate Social Responsibility Committee, Nomination &amp; Remuneration Committee)</li> </ul>	<ul style="list-style-type: none"> <li>Forbes Facility Services Private Limited (Member of CSR Committee)</li> </ul>

	<p>Nomination &amp; Remuneration Committee)</p> <ul style="list-style-type: none"> <li>Amber Enterprises India Limited (Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee, Audit Committee, Corporate Social Responsibility Committee,)</li> <li>IL JIN Electronics (India) Private Limited (Audit Committee, Nomination &amp;</li> </ul>				<ul style="list-style-type: none"> <li>Advent India PE Advisors Private Limited (Corporate Social Responsibility Committee, Prevention of Sexual Harassment, Audit Committee)</li> </ul>	
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	Remuneration Committee)					
<b>Number of Equity Shares held in the Company, including shareholding as a beneficial owner</b>	NIL	NIL	NIL	2,51,250 Equity Shares	NIL	NIL