

## Notice

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of members of Maple Hotels & Resorts Limited will be held on Thursday, 8<sup>th</sup> August, 2024 at 12.30 P.M. through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") to transact the following business:-

### ORDINARY BUSINESS

1. To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2024 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Vivek Goenka (DIN 00042285) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Branch Auditors and to authorize the Board to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. V. Bangar & Co., Chartered Accountants (Firm Registration No. 003779C) be appointed as Branch Auditors of the Company in place of retiring Branch Auditors M/s. R. K. Malpani & Associates, Chartered Accountants (Firm Registration No. 002759C) to hold office from the conclusion of this 24<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting and at such remuneration and out of pocket expenses as may be decided and approved by the Audit Committee and Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

### SPECIAL BUSINESS

4. **Appointment of Mr. Amiya Kumar Shau (DIN: 10484587) as an Independent Director of the Company :**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Amiya Kumar Shau (DIN : 10484587), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria for independence as provided in 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years from 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2029."

**Notice (Continued)**

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

**5. Appointment of Mrs. Kumkum Gupta (DIN: 01575451) as an Independent Director of the Company :**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Kumkum Gupta (DIN : 01575451) who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria for independence as provided in 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years from 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2029.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

Johar Building  
P-1 Hide Lane, 9<sup>th</sup> Floor  
Kolkata 700 073  
30<sup>th</sup> May, 2024

By Order of the Board  
B K Parasrampur  
Company Secretary

## Notice (Continued)

### Notes :

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.
2. Relevant details in respect of item no. 3, 4 and 5 of the Notice are included in the Explanatory statement pursuant to Section 102 of the Companies Act, 2013 given hereafter.
3. The Company is registered with Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares which has been allotted the ISIN INE05M901013. CB Management Services (P) Limited ("CBMSL") having their office at P-22 Bondel Road, Kolkata 700 019, e-mail Id : [rta@cbmsl.com](mailto:rta@cbmsl.com) is the Registrar and Share Transfer Agent of the Company.
4. Members holding shares in physical form are requested to:
  - a. notify any change in their addresses and communicate on all matters pertaining to their shareholdings with the Company's Registrar and Share Transfer Agent CBMSL, at their e-mail id [rta@cbmsl.com](mailto:rta@cbmsl.com), quoting their respective Ledger Folio Numbers;
  - b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for members in respect of Equity Shares held by them;
  - c. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/ Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA.
5. The Ministry of Corporate Affairs ('MCA') has vide its General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 dated 05.05.2020, 28/2020 dated 17/08/2020, 02/2021 dated 13/01/2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, 10/2022 dated 28.12.2022 and 9/2023 dated 25.09.2023 collectively referred to as "MCA Circulars" and the Securities and Exchange Board of India vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and dated October 7, 2023 ('SEBI Circulars') have permitted the holding of the Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 24<sup>th</sup> AGM of the Company will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is attached and the same will also be available at the website of the Company at [www.vestahotels.in](http://www.vestahotels.in)

Pursuant to the aforesaid MCA Circulars , Notice of the Twenty Fourth AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the Annual Report has been sent by the Company to any member. Members may note that the Notice of Twenty Fourth AGM and Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.vestahotels.in](http://www.vestahotels.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for their view /download.

## Notice (Continued)

6. In compliance with the said circulars, the Company has also published a public notice by way of an advertisement advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent or Depository participants, as the case may be, to register their e-mail ids with them.
7. In terms of the aforesaid circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
8. The members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and to the Company and CB Management Services (P) Ltd, in case the shares are held by them in physical form by writing at [maple@warrentea.com](mailto:maple@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) respectively their e-mail addresses along with the copy of the signed request letter mentioning the Folio No., name and address of the member along with scanned copy of share certificate (front/back), self-attested copy of the PAN Card and self-attested copy of any document ( eg. Driving Licence, Election Identity Card, Passport) in support of the address of the member on or before 1<sup>st</sup> August, 2024. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid date enabling them to participate in the meeting and cast their votes.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code., etc. to their DPs in case the shares are held by them in electronic form and to CB Management Services Pvt. Limited in case the shares are held by them in physical form.
10. Voting rights of the members (for voting through remote e-voting or e-voting system provided in the Meeting itself shall be in proportion to shares of the paid up equity share of the Company as on the cut-off date i.e 1<sup>st</sup> August, 2024. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners ( as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provided in the meeting.
11. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
12. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel (s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## Notice (Continued)

14. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Company will conduct the AGM through VC/OAVM from its Registered Office, i.e. Johar Building, P-1 Hide Lane, 9<sup>th</sup> Floor, Kolkata 700 073, to be the venue of the meeting.
15. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be uploaded in PDF format in the system for the scrutinizer to verify the same. Alternatively Non Individual members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and to the Company at [maple@warrentea.com](mailto:maple@warrentea.com) or to Registrar & Share Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) for the scrutinizer to verify the same, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
17. All the documents referred to in the accompanying Notice and the Explanatory Statement should be available for inspection. Scanned copies of the Register of Directors and Key Managerial Personnels and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email on or before 1<sup>st</sup> August, 2024 by quoting their name, demat account number and mobile no.
18. As per Regulation 40 of SEBI Listing Regulations as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April, 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and share transfer agent, CB Management Services (P) Ltd for assistance in this regard.
19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write by mentioning their name, demat account number, folio number, email id, PAN, Mobile number to Registrar /Company on or before 1<sup>st</sup> August, 2024 through email on [rta@cbmsl.com](mailto:rta@cbmsl.com) /[maple@warrentea.com](mailto:maple@warrentea.com) respectively. The same will be replied by the Company suitably.
20. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
21. Persons who have acquired shares and become Members after the despatch of the Notice of the Meeting but before the 'cut-off date' of 1<sup>st</sup> August, 2024 may obtain their user ID or password for remote e-voting by sending a request to the Company's Registrars Share Transfer Agent, CB Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) quoting DP ID/CLID/Folio No. as the case may be done with PAN No.

**Notice (Continued)**

22. M/s B.M. Chatrath & Co. LLP, Chartered Accountants were appointed as Statutory Auditors of the Company at the 20<sup>th</sup> Annual General meeting on 23<sup>rd</sup> September, 2020 to hold office till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company.

Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Act and the Rules framed there under, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of Statutory auditors at this AGM.

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

Item no. 3

M/s. R. K. Malpani & Associates, Chartered Accountants (Firm Registration No. 002759C) were appointed as Branch Auditors of the Company at the 14<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2014 to hold office till the conclusion of the 19<sup>th</sup> Annual General Meeting.

In terms of the relevant provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder M/s. R. K. Malpani & Associates were reappointed as Branch Auditors for a period of further 5 more years at the 19<sup>th</sup> Annual General meeting held on 18<sup>th</sup> September, 2019 till the conclusion of twenty fourth Annual General Meeting of the Company.

As per second proviso of Section 139(2) of the Companies Act, 2013, a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. V. Bangar & Co, Chartered Accountants (Firm Registration No. 003779C) is proposed to be appointed as Branch Auditors of the Company, for a period of 5 years commencing from the conclusion of 24<sup>th</sup> AGM till the conclusion of the 29<sup>th</sup> AGM.

M/s. V. Bangar & Co, Chartered Accountants (Firm Registration No. 003779C) have given their consent to the said appointment and have confirmed that the said appointment, if made, will be in accordance with Section 141 of the Act and the relevant Rules framed thereunder.

M/s. V. Bangar & Co., Chartered Accountants is one of the most professional and dynamic Chartered Accountancy Firm in India. It has highly experienced team and Partners, having expertise in the areas of Statutory Audit, Internal Audit, Information System Audit, Income Tax, Sales Tax, etc. including Working Capital Financing, Bank Audits, Stock Audits of Banks, Audit of Co-operative Societies, Audit of Depository Participants, Audit of Stock Brokers, etc.

The Audit Committee has recommended their appointment to hold office till the conclusion of the 29<sup>th</sup> Annual General Meeting at a remuneration of Rs. 1,60,000/- per annum for Branch Audit together with reimbursement of GST and out of pocket expenses.

The Board of Directors of the Company ("the Board") considers that such appointment of M/s. V. Bangar & Co., Chartered Accountants would be beneficial for the Company. The Resolution set out in Item no. 3 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in item no. 3 of the convening Notice.

## Notice (Continued)

### Item No. 4

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 30<sup>th</sup> May, 2024 appointed Mr. Amiya Kumar Shau (Mr. Shau) (DIN : 10484587) as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2029, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company.

The Company has received requisite disclosures/declarations from Mr. Amiya Kumar Shau including :

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR-8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration to the effect that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- vi) Declaration to the effect that he is not aware of any circumstances or situation, which exist or may be reasonable anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- vii) Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to this registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Shau holds master degree in Commerce from Calcutta University also possess a degree of Bachelors of Law from University College of law and also done F.C.A from Institute of Chartered Accountants of India. He has professional expertise in accounts, audit, law and Direct Taxes and working experience in the field of formation of Companies and monitoring its activities, internal audit from Managerial point of view, financial services for Company's depository participants, assisting clients to comply with various statutory compliances, merger of Companies, Acted as member of Board of Directors, Cost control and cost effectiveness measures, Delivered lectures in seminars, Past member of tax Committee of the Institute of Chartered Accountants of India (EIRC), finalization of accounts, health check up of various companies, etc.

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Amiya Kumar Shau for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of appointment of Mr. Amiya Kumar Shau as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

## Notice (Continued)

In the opinion of the Board, Mr. Shau fulfils the conditions for independence specified in the Act, the Rules made thereunder and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Mr. Shau, his appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail his services as Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Shau as an Independent Director for a period of five consecutive years with effect from 10<sup>th</sup> July, 2024 upto 9<sup>th</sup> July, 2029 (both days inclusive), not liable to retire by rotation and recommends the Ordinary resolution as set out in the Notice for approval of Members at the ensuing 24<sup>th</sup> Annual General Meeting pursuant to section 149 and other applicable provisions of the Companies Act, 2013.

Mr. Shau is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Shau being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 4 of the convening Notice.

Copy of letter of appointment setting out the terms of his appointment will be available for inspection by the Members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an e-mail to [maple@warrentea.com](mailto:maple@warrentea.com) and [rita@cbmsl.com](mailto:rita@cbmsl.com) respectively on or before 1<sup>st</sup> August, 2024 through their registered e-mail ID quoting name, demat account number/folio no. and mobile no.

The Board recommend the Ordinary Resolution set out at item no. 4 for the approval of the member.

Details of Mr. Shau is provided in Annexure to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

### Item no. 5

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 30<sup>th</sup> May, 2024 appointed Mrs. Kumkum Gupta (Mrs. Gupta) (DIN : 01575451) as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2029, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company.

The Company has received requisite disclosures/declarations from Mrs. Kumkum Gupta including :

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR-8) to the effect that she is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration to the effect that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- vi) Declaration to the effect that she is not aware of any circumstances or situation, which exist or may be reasonable anticipated, that could impair or impact his ability to discharge her duties with an objective independent judgment and without any external influence.



## Notice (Continued)

- vii) Declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to this registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mrs. Kumkum Gupta holds Bachelor Degree in Arts from Calcutta University. She has wide knowledge and experience in several sectors of Industry.

As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Gupta for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of appointment of Mrs. Gupta as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

In the opinion of the Board, Mrs. Gupta fulfils the conditions for independence specified in the Act, the Rules made thereunder and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Mrs. Gupta, her appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail his services as Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Gupta as an Independent Director for a period of five consecutive years with effect from 10<sup>th</sup> July, 2024 upto 9<sup>th</sup> July, 2029 (both days inclusive), not liable to retire by rotation and recommends the Ordinary resolution as set out in the Notice for approval of Members at the ensuing 24<sup>th</sup> Annual General Meeting pursuant to section 149 and other applicable provisions of the Companies Act, 2013-

Mrs. Gupta is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mrs. Gupta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 5 of the convening Notice.

Copy of letter of appointment setting out the terms of her appointment will be available for inspection by the Members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an e-mail to [maple@warrentea.com](mailto:maple@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) respectively on or before 1<sup>st</sup> August, 2024 through their registered e-mail ID quoting name, demat account number/folio no. and mobile no.

The Board recommend the Ordinary Resolution set out at item no. 4 for the approval of the member.

Details of Mrs. Gupta is provided in Annexure to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

**ANNEXURE TO THE NOTICE**

Disclosure required under Secretarial Standard – 2

(As on March 31, 2024)

<b>Name</b>	<b>Mr. Amiya Kumar Shau</b>	<b>Mrs. Kumkum Gupta</b>
<b>Director Identification Number</b>	10484587	01575451
<b>Date of Birth Age (Years)</b>	03.01.1950 (74 yrs)	28.02.1955 (69 yrs)
<b>Date of first Appointment on the Board</b>	10 <sup>th</sup> July, 2024	10 <sup>th</sup> July, 2024
<b>Experience and Expertise in Specific Functional Area</b>	<p>He has 47 years wide experience in profession of accounting, auditing, taxation including the following :</p> <ul style="list-style-type: none"><li>- Acted as Member of Board of Directors.</li><li>- Expertise in formation of Companies and monitoring its activities</li><li>- Internal Audit from Managerial Point of View.</li><li>- Assisting clients to comply with various statutory compliances</li><li>- Cost control and cost effectiveness measures.</li><li>- Merger of Companies</li><li>- Finalisation of Accounts</li><li>- Co-Writer of Books on Valuation</li><li>- Delivered lectures in seminars</li><li>- Past member of Tax Committee of the Institute of Chartered Accountants of India (E.I.R.C.)</li><li>- Health Check-up of various Companies</li></ul>	<p>She holds Bachelor Degree in Arts from Calcutta University. She has wide knowledge and experience in several sectors of Industry.</p>
<b>Qualifications and Experience</b>	M. Com. LLB, F.C.A	B.A.
<b>No. of Shares held in the Company</b>	NIL	NIL

<p><b>Directorship in Other Companies</b></p> <p><b>Listed -</b></p> <p><b>Unlisted -</b></p> <p><b>**</b></p>	<p>NIL</p> <p>NIL</p>	<p>1) Sinclairs Hotels Ltd.</p> <p>2) Aarkay (Asiatic) Industries Pvt. Ltd.</p>
<p><b>Chairman/</b></p> <p><b>Member in the Committees of the Boards of (other) Companies</b></p> <p><b>Listed -</b></p> <p><b>Unlisted -</b></p> <p><b>**</b></p>	<p>NIL</p> <p>NIL</p>	<p>NIL</p> <p>NIL</p>
<p><b>Resignation from any listed entity in past three years</b></p>	<p>NIL</p>	<p>NIL</p>
<p><b>Terms and Conditions of Appointment/ Reappointment</b></p>	<p>Being appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 10<sup>th</sup> July, 2024 in accordance with the applicable provisions of the Companies Act, 2013</p>	
<p><b>Details of remuneration sought to be paid</b></p>	<p>As set out in the Explanatory Statement.</p>	
<p><b>Last drawn remuneration</b></p> <ul style="list-style-type: none"> <li>- Salary</li> <li>- PF/Gratuity/ Other Funds</li> <li>- Bonus</li> <li>- Other Benefits</li> </ul> <p style="text-align: center;"><b>TOTAL</b></p>	<p>N.A.</p>	<p>N.A.</p>
<p><b>Directorship in other companies**</b></p>	<p>NIL</p>	<p>NIL</p>
<p><b>Listed entities from which resigned in the past Three years</b></p>	<p>NIL</p>	<p>NIL</p>
<p><b>Chairman/ Member of the Committee of Directors in the Company</b></p>	<p>NIL</p>	<p>NIL</p>

<b>Chairperson / Member of the Committee of Board of Directors of other Public Companies of which he/she is a director [only Audit Committee and Stakeholders Relationship Committee is Considered]</b>	NIL	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	None of them are related to any other Director or Key Managerial Personnel	
<b>Number of meetings of the Board attended during the year</b>	Not Applicable	Not Applicable
<b>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<ul style="list-style-type: none"> <li>- Understanding all applicable laws, rules, regulations and corporate governance.</li> <li>- Financial and Management Skills,</li> <li>- Treasury, Accounting, Internal Controls and Management Information.</li> <li>- Strategic Planning and Risk Management</li> <li>- General Management and Administration.</li> </ul>	
<b>Justification for choosing the appointees for appointment as independent directors</b>	Please refer to the Explanatory Statement forming part of this Notice.	

\*\* Excludes Directorships in Private Limited Companies and Foreign Companies.

'Johar Building'  
P-1, Hide Lane, 9<sup>th</sup> Floor  
Kolkata 700073

By Order of the Board  
B. K. Parasrampur  
Company Secretary

30<sup>th</sup> May, 2024

## Notice (Continued)

### **CDSL e-Voting System – Fore-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 , Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.vestahotels.in](http://www.vestahotels.in). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023.

## Notice (Continued)

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 5th May, 2020, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 and after due examination, it has been decided to allow companies whose AGMs are due in the year 2023, to conduct their AGMs on or before 30<sup>th</sup> September, 2024, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA Circular No. 02/2021 dated January 13, 2021.

### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **4<sup>th</sup> August, 2024** at 9 AM and ends on **7<sup>th</sup> August, 2024** at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **1<sup>st</sup> August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Notice (Continued)**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyeasiTab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Notice** (continued)

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. 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. 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



**Notice** (continued)

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Notice (Continued)**

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**Notice** (continued)

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com); [maple@warrentea.com](mailto:maple@warrentea.com);; if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **on or before 1<sup>st</sup> August, 2024** mentioning their name, demat account number/folio number, email id, mobile number at [maple@warrentea.com](mailto:maple@warrentea.com), [rta@cbmsl.com](mailto:rta@cbmsl.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **on or before 1<sup>st</sup> August, 2024** mentioning their name, demat account number/folio number, email id, mobile number at [maple@warrentea.com](mailto:maple@warrentea.com), [rta@cbmsl.com](mailto:rta@cbmsl.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Notice (Continued)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 [maple@warrentea.com](mailto:maple@warrentea.com)/ [rta@cbmsl.com](mailto:rta@cbmsl.com).

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

**3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

The e-voting period commences on 4<sup>th</sup> August, 2024 ( 9 a.m.) and ends on 7<sup>th</sup> August, 2024 (5 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date of 1<sup>st</sup> August, 2024.

Mr Raj Kumar Banthia, Company Secretary in Practice (Membership No. A17190/COP No. 18428) of Messrs. MKB & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes cast through remote e-voting, after counting the votes cast at the Meeting in the presence of at least two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

The Results shall be declared in accordance with applicable regulations and the same along with the Scrutinizer's Report shall be placed on the websites of the Company and CDSL immediately after the result is declared by the Chairman.



