



Dhunseri Ventures Limited

CIN : L15492WB1916PLC002697

Registered Office : Dhunseri House, 4A Woodburn Park,
Kolkata 700020

Ref: DVL/AGM-08.08.2025

July 15, 2025

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| To, The BSE Limited (Scrip Code: 523736) Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001 | To, The National Stock Exchange of India Limited (Symbol: DVL) Exchange Plaza Plot No: C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051 |
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Sub. : Notice of the 109th Annual General Meeting (AGM) of the Company for the Financial Year 2024-25

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of the 109th AGM of the Company scheduled to be held on Friday, 8th August, 2025 at 12:00 P.M. (IST) via Video Conference/Other Audio-Visual Means ('VC'/'OAVM').

The said Notice is also available on the Company's website:
<https://aspetindia.com/wp-content/uploads/2025/07/109th-AGM-Notice.pdf>

This is for your information and record.

Thanking You,

Yours faithfully,
For **Dhunseri Ventures Limited**

Simerpreet Gulati

Simerpreet Gulati
Company Secretary
& Compliance Officer

Encl: As above





Dhunseri Ventures Limited

CIN L15492WB1916PLC002697

Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata – 700020

Phone: +91 33 22801950-54; Website: www.aspetindia.com

Email: info@aspetindia.com, investors@aspetindia.com

Notice

NOTICE is hereby given that the 109th Annual General Meeting of the members of the Company is scheduled to be held on Friday, 8th August, 2025 at 12 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss for the year ended 31st March, 2025, the Cash Flow Statement for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors' thereon.

Item No. 2 - To declare Dividend on Equity Shares

Item No. 3 - Appointment of Director in place of retiring director

To appoint a Director in place of Mr. R.K.Sharma holding DIN 05197101, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 – Re-appointment of Mrs. Anuradha Kanoria as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013, (the ‘Act’) and the Rules made thereunder read with Schedule IV to the Act and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Anuradha Kanoria (A.Kanoria) holding DIN 00081172, whose present term as an Independent Director ends at the conclusion of this Annual General Meeting (AGM) of the Company, and in respect of whom the Company having received a declaration confirming that she, being eligible for re-appointment, meets the criteria of independence in terms of Sec 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. the date of this AGM till the conclusion of 114th AGM of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 5 - Re-appointment of Mr. Raj Vardhan Kejriwal as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013, (the ‘Act’) and the Rules made thereunder read with Schedule IV to the Act and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Raj Vardhan Kejriwal (R.V.Kejriwal) holding DIN 00449842, whose present term as an Independent Director ends at the conclusion of 109th Annual General Meeting (AGM) of the Company, and in respect of whom the Company having received a declaration confirming that he, being eligible for re-appointment, meets the criteria of independence in terms of Sec 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. the date of this AGM till the conclusion of 114th AGM of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 6 - Appointment of Secretarial Auditors 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 Section 204 and other applicable provisions of the Companies Act, 2013, (the ‘Act’) if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of Audit Committee and Board of Directors, M/s. Mamta Binani & Associates, Practicing Company Secretaries (firm registration no. P2016WB060900), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from the conclusion of the 109th Annual General Meeting till the conclusion of the 114th Annual General Meeting (i.e., for the period commencing from 1st April, 2025 till 31st March, 2030), to conduct the Secretarial Audit of the Company and submit the Secretarial Audit Report in Form MR-3 as prescribed under the Act, along with the Annual Secretarial Compliance Report as required under SEBI Listing Regulations, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) and to avail any other services, certificates, or reports as may be permissible under applicable laws in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For **Dhunseri Ventures Limited**
Regd Office:
“**Dhunseri House**”
4A, Woodburn Park
Kolkata - 700020

Simerpreet Gulati
Company Secretary
& Compliance Officer

Dated: 20th May, 2025

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular ('GC') No. 09/2024 dated 19th September, 2024 and SEBI vide its circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/CIR/ 2024/133 dated 3rd October, 2024 ("SEBI Circular") read with other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has allowed the Companies to conduct their AGMs through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. In accordance with the said MCA Circular and SEBI Circular and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 109th AGM of the Company shall be conducted through VC/OAVM on Friday, 8th August, 2025 at 12:00 p.m.
2. An Explanatory Statement pursuant to regulation to Section 102 of the Companies Act, 2013, in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
3. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment or re-appointment at this AGM is also annexed. The Directors have furnished the requisite declaration for their appointment or re-appointment, as the case may be.
4. **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, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.**
5. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 109th AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified scanned copy (in PDF / JPG format) of the Board Resolution to the Scrutinizer by e-mail at dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
6. 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 for 1000 members on first come first serve 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 serve basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. 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 <http://aspetindia.com/investors/notice-to-investors/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

Notice along with the Annual Report of FY 2024-25

9. In line with the MCA and SEBI circulars, the Notice of the 109th AGM along with the Annual Report of FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report for FY 2024-25 only to those Members who specifically request for the same at investors@aspetindia.com. The same will be available on the website of the Company at www.aspetindia.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e, the National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

E-Voting system

10. 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), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 109th AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during

the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL. M/s K.C.Dhanuka & Co., Company Secretaries (Membership No. FCS 2204) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

Book Closure and Dividend related Information

11. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 2nd August, 2025 till Friday, 8th August, 2025 (both days inclusive).

12. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend, if any, as may be declared at the AGM will be paid on or after Monday, 11th August, 2025,

- a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, 1st August, 2025.
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 1st August, 2025.

SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024 and vide its directive dated January 17, 2024 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

13. Pursuant to the Income-Tax Act, 1961 read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2025 will be emailed separately by the Company to the Members.

14. National Automated Clearing House (NACH) Facility for payment of dividend:

The Company, with respect to payment of dividend will provide the facility of NACH to the Members whose bank details are updated in the Company's record.

15. Members who have not encashed their dividend warrants, if any, for the years 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are requested to send the same to the Company Secretary of the Company at the earliest, for payment in lieu thereof. The Company has uploaded the details of unclaimed or unpaid dividend amounts lying with the Company as on 31st March, 2025 on its website.

Procedure for updation of E-mail address, Bank Details, PAN and other KYC details

16. SEBI, vide its Master Circular dated November 03, 2021 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, e-mail, Bank Details, Signature) and Nomination/ opt-out of Nomination. In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular

dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

17. Shareholders holding shares in physical form are requested to submit hard copy of duly filled and signed form as mentioned below along with the supporting documents to the Company's RTA for updation of the aforesaid details:

| | |
|------------|--|
| Form ISR-1 | PAN, Bank Details, Mobile Number, Email ID, Address, Signature |
| Form ISR-2 | Confirmation of signature |
| Form ISR-3 | Declaration for opting out of Nomination |
| Form ISR-4 | Issue of Duplicate securities certificate/ Replacement / Renewal / Exchange of securities certificate/Consolidation/Sub-division / Splitting of securities |
| Form ISR-5 | Transmission of Shares |
| Form SH-13 | Nomination Form |
| Form SH-14 | Cancellation/Variation of Nomination |

The aforesaid forms can be downloaded from the website of the Company <http://aspetindia.com/investors/registerupdation-email-id-pan-bank-mandate/> and is also available on the website of the Company's RTA at <https://mdpl.in/form>.

Further, in accordance with the SEBI circulars, the Company has sent a communication to all the shareholders holding shares in physical form requesting for updating the aforesaid details.

Members are requested to intimate/ request for the aforesaid changes/updates if any, to their DPs in case the shares are held in electronic form. Changes intimated to the DP will then be automatically reflected in the Company's records. The Identity/Signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL.

Physical Transfer of Shares

18. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of

securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact Company's RTA at mdpldc@yahoo.com for assistance in this regard.

Further, SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; replacement/renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting hard copy of duly filled and signed Form ISR-4 along with the supporting documents to the RTA. The said form is available on the Company's website at <http://aspetindia.com/investors/registerupdtion-email-id-pan-bank-mandate/> and on the website of the RTA at <https://mdpl.in/form>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Transfer of Unclaimed/Unpaid Dividend and shares to Investor Education and Protection Fund (IEPF)

20. During the FY ended 31st March, 2025, the Company has deposited a sum of ₹7,15,798.00/- (Rupees Seven Lakhs Fifteen Thousand Seven Hundred and Ninety-Eight only) into the specified bank account of the IEPF, towards unclaimed/unpaid dividend for the FY 2016-17. The due dates for transfer of the unclaimed/unpaid dividend relating to subsequent years to IEPF are as follows:

| Financial Year | Due date for transfer to IEPF |
|----------------|-------------------------------|
| 2017-18 | 16/09/2025 |
| 2018-19 | 20/09/2026 |
| 2019-20 | 31/10/2027 |
| 2020-21 | 19/09/2028 |
| 2021-22 | 14/09/2029 |
| 2022-23 | 27/10/2030 |
| 2023-24 | 26/09/2031 |

21. The Company had issued notices to respective members regarding proposed transfer of equity shares to IEPF (in respect of which dividend has been unclaimed/unpaid for seven consecutive years or more) pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of the members who have not claimed dividend for the last 7 consecutive years are available on the Company's website at <http://aspetindia.com/investors/investor-education-and-protection-fund/>. In this regard, a notice in newspapers was published by the Company.

Pursuant to the aforesaid rules, the Company has transferred 10,559 underlying equity shares, in aggregate to 120 members on which dividends remained unclaimed/unpaid for seven consecutive years or more i.e., from FY 2016-17 onwards, to the demat account of IEPF Authority with NSDL.

The members who have not encashed the dividend warrant(s) for the year(s) 2017-18 onwards, are requested to submit their claim to the Company.

Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

The shares transferred to the IEPF can be claimed back by the concerned members from IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the registered office of the Company for verification of their claim. Relevant details and the specified procedures to claim refund of dividend amount/shares along

with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount/shares has been provided on the Company's website, i.e., www.aspetindia.com.

22. Online Dispute Resolution (ODR) Mechanism

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a Common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

23. SEBI Investor Website

The SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/> which contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market Infrastructure Institutions (MIIs) related to securities market process education and awareness messages.

The SEBI Investor website promotes confident and informed participation by investors in the securities market.

Procedure for Inspection of Documents

24. The scan copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which Directors are interested and the relevant documents referred to in this notice will be available electronically for inspection by the members during the AGM. Members desirous of inspecting any public document as referred to in this notice may send their requests at investors@aspetindia.com from their registered e-mail address mentioning their name, DP ID and Client ID number /folio number and mobile number.

25. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM are encouraged to submit their questions in advance to enable the Company to readily provide the desired details at the AGM. Members may send request at the Company's email address investors@aspetindia.com from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number on or before 5:00 P.M. (IST) on Friday, 1st August, 2025.

26. Voting through electronic means

The remote e-voting period commences on Tuesday, 5th August, 2025 at 9:00 A.M. and ends on Thursday, 7th August, 2025 at 5:00 P.M. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 1st August, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it in the NSDL portal subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 1st August, 2025.

I. How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. 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 held 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div> |

| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website “www.cdslindia.com” and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

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

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

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

- (i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website

will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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

- a. 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 investors@aspentindia.com.
- b. 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 investors@aspentindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for members for e-voting on the day of the AGM are as hereunder:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be 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 in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.

- e. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to investors@aspetindia.com latest by Friday, 1st August, 2025 on or before 5:00 p.m. (IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

II. E-Voting Result

The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then declare the result of the voting forthwith within two working days from the conclusion of the 109th AGM.

The Results declared along with the report of the Scrutinizer shall be forwarded to the National Stock Exchange of India Limited and BSE Limited and shall be placed on the website of the Company www.aspetindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

ANNEXURE TO THE NOTICE

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

Item No. 4 – Mrs. Anuradha Kanoria (A.Kanoria) holding DIN 00081172 was appointed as an Independent Director by the Members of the Company at the 104th Annual General Meeting (AGM) of the Company held on 24th September, 2020 to hold the office for a term of five consecutive years. The tenure of Mrs. A.Kanoria will cease at this AGM.

Pursuant to the provisions of the Section 149(10) of the Companies Act, 2013, (the 'Act') and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), re-appointment of an Independent Director shall be subject to the approval of the Members of the Company by way of a special resolution. Mrs. A.Kanoria, being eligible, seeks re-appointment as an Independent Director for a second term of five consecutive years w.e.f. this AGM.

The Nomination and Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for being on the Board and based on the performance evaluation report of Mrs. A.Kanoria during her first term of five years, concluded and recommended to the Board that her skills, experience, knowledge, independent view and judgement meets the capabilities required for the role of an Independent Director and her re-appointment would be beneficial to the Company.

Based on the recommendation of the NRC and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Act, and the Rules made thereunder read with Schedule IV to the Act and the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors (the 'Board') at its meeting held on 20th May, 2025, has re-appointed Mrs. A.Kanoria holding DIN 00081172, as an Independent Director of the Company for a second term of five consecutive years w.e.f. this AGM, subject to approval by the Members of the Company at this AGM.

The Company has received a declaration from Mrs. A.Kanoria confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of

the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. A.Kanoria has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director in terms of Section 152 of the Act, subject to her re-appointment by the Members.

The Company and Mrs. A.Kanoria shall abide by the provisions specified in Schedule IV of the Companies Act, 2013 and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, her appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its directors and employees to follow;
- (f) the list of actions that a director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to the Independent Director upon her re-appointment. The terms and conditions of the re-appointment shall be open for inspection at the registered office of the Company by any member between hours of 10 A.M and 12 Noon on any working day except Saturday and shall also be posted on the Company's website.

The resolution seeks the approval of the members for the re-appointment of Mrs. A.Kanoria as an Independent Director of the Company for a second term of five consecutive years from the date of this AGM till the conclusion of 114th AGM of the Company, pursuant to section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and SEBI Listing Regulations. She is not liable to retire by rotation.

In the opinion of the Board, Mrs. A.Kanoria fulfills the conditions as specified in the Act and the Rules made thereunder and SEBI Listing Regulations for re-appointment as an Independent Director and she is Independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. A.Kanoria as an Independent Director of the Company.

A brief profile of Mrs. A.Kanoria is included as an annexure to the Notice.

The Board recommends the special resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mrs. A.Kanoria, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in this resolution.

Item No. 5 – Mr. Raj Vardhan Kejriwal (R.V.Kejriwal) holding DIN 00449842 was appointed as an Independent Director by the Members of the Company at the 104th Annual General Meeting (AGM) of the Company held on 24th September, 2020 to hold the office for a term of five consecutive years. The tenure of Mr. R.V.Kejriwal will cease at this AGM.

Pursuant to the provisions of the Section 149(10) of the Companies Act, 2013, (the 'Act') and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), re-appointment of an Independent Director shall be subject to the approval of the Members of the Company by way of a special resolution. Mr. R.V.Kejriwal, being eligible, seeks re-appointment as an Independent Director for a second term of five consecutive years w.e.f. this AGM.

The Nomination and Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for being on the Board and based on the performance evaluation report of Mr. R.V.Kejriwal during his first term of five years, concluded and recommended to the Board that his skills, experience, knowledge, independent view and judgement meets the capabilities required for the role of an Independent Director and his re-appointment would be beneficial to the Company.

Based on the recommendation of the NRC and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Act, and the Rules made thereunder read with Schedule IV to the Act and the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors (the 'Board') at its meeting held on 20th May, 2025, has re-appointed Mr. R.V.Kejriwal holding DIN 00449842, as an Independent Director of the Company for a second term of five consecutive years w.e.f. this AGM, subject to approval by the Members of the Company at this AGM.

The Company has received a declaration from Mr. R.V.Kejriwal confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. R.V.Kejriwal has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of

the Act and has given his consent to act as a Director in terms of Section 152 of the Act, subject to his re-appointment by the Members.

The Company and Mr. R.V.Kejriwal shall abide by the provisions specified in Schedule IV of the Companies Act, 2013 and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, his appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its directors and employees to follow;
- (f) the list of actions that a director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to the Independent Director upon his re-appointment. The terms and conditions of the re-appointment shall be open for inspection at the registered office of the Company by any member between hours of 10 A.M and 12 Noon on any working day except Saturday and shall also be posted on the Company's website.

The resolution seeks the approval of the members for the re-appointment of Mr. R.V.Kejriwal as an Independent Director of the Company for a second term of five consecutive years from the date of this AGM till the conclusion of 114th AGM of the Company, pursuant to section 149 and other applicable provisions of the

Companies Act, 2013 read with the Rules made thereunder and SEBI Listing Regulations. He is not liable to retire by rotation.

In the opinion of the Board, Mr. R.V.Kejriwal fulfills the conditions as specified in the Act and the Rules made thereunder and SEBI Listing Regulations for re-appointment as an Independent Director and he is Independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R.V.Kejriwal as an Independent Director of the Company.

A brief profile of Mr. R.V.Kejriwal is included as an annexure to the Notice.

The Board recommends the special resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. R.V.Kejriwal, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in this resolution.

Item No. 6 – SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company. The amended regulations further require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended for approval of members, the appointment of M/s. Mamta Binani & Associates, Practicing Company Secretaries (firm registration no. P2016WB060900), as the Secretarial Auditor of the Company for a term of five consecutive years commencing

from the conclusion of the 109th Annual General Meeting till the conclusion of the 114th Annual General Meeting (i.e., for the period commencing from 1st April, 2025 till 31st March, 2030), to conduct the Secretarial Audit of the Company and submit the Secretarial Audit Report in Form MR-3 as prescribed under the Act, along with the Annual Secretarial Compliance Report as required under SEBI Listing Regulations and to avail any other services, certificates, or reports as may be permissible under applicable laws in consultation with the Secretarial Auditor.

M/s. Mamta Binani & Associates is an integrated Corporate, Secretarial & Legal Services Firm, offering a One-Stop solution for all Corporate Compliances and Legal Requirements. Established in 1997 as a sole proprietorship firm and converted into a partnership firm in 2017, Mamta Binani & Associates has been on the forefront of the Corporate, Legal Services sector – advising, guiding and servicing companies in India and abroad. The Firm conducts their work within the framework of necessary and applicable professional standards, laws, regulations together with the standards set by them and take pride in the fact that their services add value to the clientele business.

M/s. Mamta Binani & Associates has given their consent to act as the secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. Mamta Binani & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate and also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

The proposed remuneration to be paid to M/s. Mamta Binani & Associates for secretarial audit services for the financial year ending March 31, 2026, is ₹2,00,000/- (Rupees Two lakhs only) plus applicable taxes and out-of-pocket expenses, if any. Besides the secretarial audit services, the Company may also obtain certifications from M/s. Mamta Binani & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s. Mamta Binani & Associates for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. Mamta Binani & Associates.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item number 6 of the notice for approval by the member.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

{In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings}

| Name of the Director | Mr. R.K.Sharma | Mrs. A.Kanoria | Mr. R.V.Kejriwal |
|---|--|--|--|
| DIN | 05197101 | 00081172 | 00449842 |
| Date of Birth and Age | 7 th April, 1965 60 years | 16 th August, 1962, 62 years | 10 th June, 1959, 66 years |
| Date of first appointment on the Board | 1 st April, 2012 | 14 th August, 2019 | 3 rd July, 2020 |
| Qualifications | B.COM (Hons), C.A, C.S | B.A. (Hons) | B.COM (Hons) |
| Experience and Expertise | Mr. R.K.Sharma, has a wide experience in the field of Finance including Project Finance, Accounts, Taxation, Secretarial, Contract Negotiation, among others. He has a total working experience of more than 35 years, out of which his association with the Group is for around 25 years. | Mrs. A.Kanoria has wide experience in running the business as a Managing Director | Mr. R.V.Kejriwal is a well-established Businessman and has a wide experience in the field of Management. |
| Shareholding in the Company | 500 shares | NIL | NIL |
| Number of Meetings of the Board attended during the year | 5 out of 5 | 4 out of 5 | 3 out of 5 |
| List of Directorship(s) in other Companies (excluding foreign companies) | 1) Dhunseri Infrastructure Ltd. 2) Dhunseri Tea & Industries Limited 3) IVL Dhunseri Petrochem industries Pvt. Ltd. 4) Dhunseri Poly Films Pvt. Ltd. | 1) Milan Agencies Private Limited 2) BT Investments Private Limited 3) Suryasakti Commodities Private Limited 4) Kanco Tea & Industries Limited 5) Dhanvaridhi Foods Private Limited 6) Dhunseri Poly Films Pvt. Ltd. | 1) Dhunseri Investments Ltd. 2) Chengmari Tea Co. Ltd. 3) Tilak Investment Pvt. Ltd. |
| Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director* | NIL | 1) Kanco Tea & Industries Limited- Stakeholders' Relationship Committee-Member | NIL |

| Name of the Director | Mr. R.K.Sharma | Mrs. A.Kanoria | Mr. R.V.Kejriwal |
|--|---|--|---|
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | He is not related to any other Director, Manager or Key Managerial Personnel of the Company. | She is not related to any other Director, Manager or Key Managerial Personnel of the Company. | He is not related to any other Director, Manager or Key Managerial Personnel of the Company. |
| Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid | Entitled to sitting fees for attending Board and Committee Meetings of the Company as recommended by Nomination and Remuneration Committee and approved by the Board. | Re-appointed as an Independent Director, not liable to retire by rotation and entitled for sitting fees for attending the Board and Committee Meetings of the Company as recommended by Nomination and Remuneration Committee and approved by the Board. | Re-appointed as an Independent Director, not liable to retire by rotation and entitled for sitting fees for attending the Board and Committee Meetings as recommended by Nomination and Remuneration Committee and approved by the Board. |
| Details of remuneration last drawn (₹) | Sitting fees of ₹3,10,000 for attending the Board and Committee meetings of the Company. | Sitting fees of ₹3,10,000 for attending the Board and Committee meetings of the Company. | Sitting fees of ₹1,80,000 for attending the Board and Committee meetings of the Company. |
| Name of listed entities from which the Director has resigned in last 3 (three) years | NIL | NIL | NIL |
| Justification for choosing the appointees for appointment as Independent Directors | N.A | Wide experience in running the business as Whole-time Director and carrying multi-purpose talent of running a charitable coaching Center and being Committee Member of Millennium Mams as well as Member of Advisory Committee, Ladies Study group (Wing of Indian Chamber of Commerce). | Wide experience in running the business as Managing Director and possessing a wide experience in the field of Management. |

**Pursuant to Regulation 26 of the Listing Regulations, only two Committee Viz. Audit Committee and Stakeholders Relationship Committee has been considered.*

Regd Office:
"Dhunseri House"
4A, Woodburn Park
Kolkata - 700020

Dated: 20th May, 2025

By Order of the Board
For **Dhunseri Ventures Limited**

Simerpreet Gulati
Company Secretary & Compliance Officer



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