

## Signpost India Limited

**Regd. Office:** 202, Pressman House, 70 A Nehru Road,  
Near Santacruz Airport Terminal, Vile Parle East, Mumbai – 400 099  
**T:** (022) 6199 2400 **E:** cs@signpostindia.com; www.signpostindia.com  
**CIN:** L74110MH2008PLC179120

signpost<sup>®</sup>  
NDIA

## NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of Signpost India Limited will be held on Monday, September 30, 2024 at 04:00 PM through Video Conferencing/Other Audio Visual Means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 together with the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
  - (a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."
  - (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 together with the report of Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."
2. To appoint a director in place of Mr. Shripad Ashtekar (DIN:01932057), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shripad Ashtekar (DIN:01932057), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To declare dividend on equity shares for the financial year ended March 31, 2024 and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT dividend of 25% i.e. ₹ 0.50 (Rupees fifty paise only) per equity share of the face value of ₹ 2/- each be and is hereby declared for the financial year ended March 31, 2024 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2024."
4. **Re-appointment of the Statutory Auditors**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s. Sarda Soni Associates LLP, Chartered Accountants, having Firm Registration No. 117235W/W100126 be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Rajesh Awasthi (DIN: 07815683) as a Director

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 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Rajesh Awasthi (DIN: 07815683), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company 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 Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

**6. Appointment of Mr. Rajesh Awasthi (DIN: 07815683) as an Executive Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Awasthi (DIN: 07815683) as an Executive Director of the Company for a period of 5 (Five) years with effect from August 6, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in case the Company has in any Financial Year no profits or if its profits are inadequate anytime during the tenure of office of Mr. Rajesh Awasthi, he shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole time Director in such manner as may be permitted and subject to such approvals of such authority as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereof and as may be agreed by and between the Board and Mr. Rajesh Awasthi, without any further approval of the members of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Appointment of Mr. Girish Kulkarni (DIN: 01683332) as an Independent Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval that of the Board, Mr. Girish Kulkarni (DIN: 01683332, who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 6, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years till August 5, 2026, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**8. Appointment of Mr. Prashant Sanghavi (DIN: 10729467) as an Independent Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval that of the Board, Mr. Prashant Sanghavi (DIN: 10729467, who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 6, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years till August 5, 2026, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**9. Re-appointment of Ms. Sayantika Mitra (DIN: 07581363) as an Independent Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee, and approval of the Board, Ms. Sayantika Mitra (DIN: 07581363), who holds office as an independent director up to August 8, 2024, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 2 (two) years with effect from August 9, 2024 up to August 8, 2026 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**NOTES:**

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "**MCA Circulars**"), permitted convening the Annual General Meeting ("**AGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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 hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Shripad Ashtekar, Director of the Company, retires by rotation at the Meeting.

Mr. Shripad Ashtekar, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2, of this Notice with regard to his re-appointment. Relatives of Mr. Shripad Ashtekar may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

6. Details of the Director retiring by rotation at this Meeting are provided in the "Annexure" to this Notice.
7. Book Closure and Dividend
  - a. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September 2024 till Monday, 30<sup>th</sup> September 2024 (both days inclusive) for the purpose of payment of dividend;
  - b. If dividend on Equity Shares, as recommended by the Board, is approved at the 17<sup>th</sup> Annual General Meeting, the payment of such dividend will be made as under:
    - i. to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories within the prescribed timelines.
    - ii. to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before Monday, 23<sup>rd</sup> September, 2024.
  - c. The Company has fixed Monday, September 23, 2024 as the "Record Date" for determining entitlement of Members to Dividend for the financial year ended March 31, 2024, if approved at the AGM.

**Dispatch of Annual Report through Electronic Mode:**

8. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.signpostindia.com](http://www.signpostindia.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at [www.kfintech.com](http://www.kfintech.com).
9. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
  - b) Members holding shares in physical mode are requested to follow the process set out in Note No. 20 in this Notice.

**Instructions to Members for Remote e-voting:**

10. Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, facility for Remote e-voting and voting during the meeting is provided to the Members in respect of the resolutions proposed in this Notice using the platform of NSDL.
11. In order to increase the efficiency of voting process and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication, enhancing ease and convenience of participating in the e-voting process.  
Facility for e-voting at the AGM will be made available to the Members who have not already cast their votes by Remote e-voting prior to the Meeting. Members who have cast their votes by Remote e-voting prior to the Meeting may participate in the AGM but shall not be entitled to cast their votes during the meeting.
12. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. September 23, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cutoff date, i.e. September 23, 2024, only shall be entitled to avail the facility of Remote e-voting and e-voting at the AGM. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.  
The Remote e-voting period commences from **9:00 a.m. IST** on September 27, 2024 and ends at **5:00 p.m. IST** on September 29, 2024. The Remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
13. Procedure to raise questions/seek clarifications with respect to Annual Report:
  - a) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the meeting, Members are encouraged to express their views/send their queries in advance mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number to [cs@signpostindia.com](mailto:cs@signpostindia.com). Questions/queries received by the Company **till 5.00 p.m. IST on September 26, 2024** shall only be considered and responded to during the AGM.
  - b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to [cs@signpostindia.com](mailto:cs@signpostindia.com) **any time before 5.00 p.m.** September 26, 2024 mentioning their name, DP ID Client ID/folio number, e-mail id and mobile number.  
Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - c) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.
14. Voting Results:
  - a) The Board of Directors of the Company has appointed Mr. Hitesh J Gupta (Membership No: A33684), Practising Company Secretary (CP No. 12722), Mumbai, as the Scrutinizer to scrutinize the voting including Remote e-voting process in a fair and transparent manner.
  - b) The Scrutinizer shall immediately after the conclusion of voting at the Meeting first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company

Secretary authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

- c) The results will be announced within the time stipulated under the applicable laws. Once declared, the results along with the consolidated Scrutinizer's report shall be placed on the Company's website [www.signpostindia.com](http://www.signpostindia.com) and on the website of NSDL: [www.nsdl.co.in](http://www.nsdl.co.in).

The Company shall also send the results to BSE Limited and the National Stock Exchange of India Limited, Depositories and the RTA.

- d) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2024.

15. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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.
16. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
17. 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 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.
18. 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.
19. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 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 venue voting on the date of the AGM will be provided by NSDL.
20. 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.signpostindia.com](http://www.signpostindia.com). 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
21. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and further extension provided in the latest MCA General Circular No. 9/2023 dated September 25, 2023.
22. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**  
The remote e-voting period begins on September 27, 2024, 2024 at 9:00 A.M. and ends on September 29, 2024, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

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

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

**Step 1: Access to NSDL e-Voting system**

- a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> which is available under <b>‘Shareholder/ Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="683 1317 1139 1576" style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<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 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 and then use your existing my easi username &amp; password.</li> <li>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 &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 Myeasi Tab 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 evoting is in progress and also able to directly access the system of all e-Voting Service Provider</li> </ol>
--	--

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>
---	---

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cshitesh.gupta@gmail.com](mailto:cshitesh.gupta@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@signpostindia.com](mailto:cs@signpostindia.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@signpostindia.com](mailto:cs@signpostindia.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.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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:**

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@signpostindia.com](mailto:cs@signpostindia.com). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING**

**In respect of Item No. 4**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the thirteenth Annual General Meeting ('AGM') of the Company had approved appointment of M/s. Sarda Soni Associates LLP, Chartered Accountants, having Firm Registration No. 117235W/W100126, as the Statutory Auditors of the Company to hold office from the conclusion of the thirteenth AGM till the conclusion of the seventeenth AGM of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s Sarda Soni Associates LLP, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of seventeenth AGM till the conclusion of twenty second AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s Sarda Soni Associates LLP have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s Sarda Soni Associates LLP was paid a fee of ₹5.50 lakh for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 plus applicable taxes and out-of-pocket expenses. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

**In respect of Item No. 5 & 6**

The Board of Directors at its meeting held on August 6, 2024, based on the recommendation of Nomination and Remuneration Committee, had appointed Rajesh Awasthi (DIN: 07815683), as an Additional Director of the Company, designated as an Executive Director, effective August 6, 2024 for a period of five (5) years, subject to the approval of the shareholders at a remuneration upto ₹ 50 Lakh (Rupees Fifty lakh per annum) [inclusive of all perquisites and allowances] as per the Company policy and agreed between the Board and Mr. Awasthi.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Awasthi shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Awasthi for the office of Director.

The Company has also received a declaration that he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

While considering the appointment of Mr. Awasthi on the Board, Nomination and Remuneration Committee noted that skills, expertise and competencies possessed by him were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company and recommends the Ordinary Resolution as set out at Item No.5 & 6 for approval of Members.

Except Mr. Awasthi, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 5 & 6.

**Brief profile of Mr. Rajesh Awasthi is as follows:**

Mr. Rajesh Awasthi is a seasoned professional with over 20 years of experience in Out of Home Advertising, specializing in media acquisition, executing large advertising infrastructure projects, operations and institutional sales.

For more than a decade, he has been pivotal part of Signpost India, focusing on the development and expansion of media assets through out Maharashtra. A Commerce graduate, his strategic insight and execution capabilities, coupled with his exceptional public relations skills, have significantly elevated Signpost's market presence.

A hallmark of his carrier was the development of the Kolkata Airport Advertising Project in 2017, which transformed the airport advertising in India and set a new benchmark in the industry. He also pioneered the digital advertising format in Mumbai, introducing the city's largest Out of Home Digital Billboard at the premises of Mumbai International Airport. Currently, he is leading the digital transformation of Mumbai's Bus Queue Shelters, establishing the city as the one with the highest number of digital bus shelters in India. Additionally, he is key to executing the OMC project nationwide and implementing Metro Line 2A & 7 covering 30 stations in Mumbai.

Rajesh's visionary leadership and technical expertise have consistently driven the advancement of Out of Home Advertising. His dynamic contributions continue to shape the future of the industry, making him a distinguished and influential leader.

**In respect of Item No. 7**

The Board of Directors at its meeting held on August 6, 2024, based on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Girish Kulkarni (DIN: 01683332), as an Additional Director of the Company, designated as an Independent Director, effective August 6, 2024 subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Kulkarni shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Kulkarni is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Kulkarni for the office of Director.

The Company has also received a declaration of independence from Mr. Kulkarni. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mr. Kulkarni on the Board, the Nomination and Remuneration Committee noted that skills, expertise and competencies possessed by him were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company, and it is desirable to avail his services as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Girish Kulkarni setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Girish Kulkarni as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Girish Kulkarni as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No.7 for approval of Members.

Except Mr. Kulkarni, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 7.

**Brief profile of Mr. Girish Kulkarni is as follows:**

With an illustrious career spanning over four decades, Girish Kulkarni is a seasoned executive with expertise in building and scaling business in the Asian insurance and financial sectors, along with a deep understanding of governance and strategic planning.

Girish's journey has been marked by his instrumental roles in launching and shaping various Joint ventures across Asia Pacific. As a founding member of the global strategy board of Dai-Ichi Life, he played a pivotal role in charting the insurer's course for the Asian market as Chairman - Asia Pacific (Non-Executive).

Before moving to Dai Ichi Group's global Business, Mr Kulkarni headed Dai Ichi's tri-party Joint Venture "Star Union Dai Ichi Life Insurance" as its MD&CEO for almost a decade making it a profit-able, consistently growing business with just 500 Crores of Capital.

Prior to Dai-Ichi Life, his entrepreneurial spirit was engaged in building companies from the ground up. Under his leadership, SBI Life established its distribution architecture which led SBI Life to be a major player in the insurance market. Additionally, his experience in building General Motors Finance (GMAC) and Generali Group positioned him as a leader with a global perspective and a deep understanding of the complexities in the financial services industry.

Girish's career is a testament to his strategic acumen, leadership abilities, and knack for identifying growth opportunities while continuously improving lives along the way. His contributions to the industry have been invaluable, and his insights continue to be sought after by industry peers and aspiring leaders alike.

**In respect of Item No. 8**

The Board of Directors at its meeting held on August 6, 2024, based on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Prashant Sanghavi (DIN: 10729467), as an Additional Director of the Company, designated as an Independent Director, effective August 6, 2024, subject to the approval of the shareholders.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Sanghavi shall hold office until the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Sanghavi for the office of Director.

The Company has also received a declaration of independence from Mr. Sanghavi. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

While considering the appointment of Mr. Sanghavi on the Board, the Nomination and Remuneration Committee noted that skills, expertise and competencies possessed by him were in alignment with the skills and expertise identified by the Committee and the Board, for the directors of the Company. Considering the skills, experience and expertise, the Committee and the Board consider that this association would be of immense benefit to the Company, and it is desirable to avail his services as an Independent Director.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of appointment to be issued to Mr. Prashant Sanghavi setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under SS-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Prashant Sanghavi as an Independent Director requires the approval of the Members by passing a special resolution.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Prashant Sanghavi as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No.6 for approval of Members.

Except Mr. Sanghavi, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 8.

**Brief profile of Mr. Prashant Sanghavi is as follows:**

Prashant Sanghavi is a seasoned banking professional with over 24 years of experience in business development, credit appraisal, structured finance and IPO listing. His extensive expertise includes arranging funds through private equity, banks and financial institutions.

A significant part of his career was spent at HDFC Bank where he led the business banking group (working capital) in Mumbai for 11 years, driving successful deal closures and expanding client portfolios across India.

Prashant's strategic insights and strong communication skills have been crucial in building lasting client relationships and identifying cross-selling opportunities. His leadership extends to key roles at Centurion Bank of Punjab and ICICI Bank where he handled infrastructure and finance business operations.

Prashant holds a Post Graduate Program in Management Studies (PGPMS) from Somaiya Institute of Management Studies & Research, Mumbai and is dedicated to training and developing teams, fostering a culture of excellence and continuous improvement.

**In respect of Item No. 9**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such re-appointment of an Independent Director shall be on the basis of the report of performance evaluation.

On December 12, 2023, the Members had approved the appointment of Ms. Sayantika Mitra (DIN: 07581363), as an Independent Director of the Company for a period of one year with effect from August 9, 2023 till August 8, 2024.

While considering the proposal for re-appointment of Ms. Mitra as an Independent Director of the Company, the Nomination and Remuneration Committee of the Company noted of the positive outcome of her performance evaluation for her tenure of 1 year, including outcome of the evaluation carried out by the Nomination and Remuneration Committee for Financial Year 2023-24. The Committee noted significant contributions by Ms. Mitra to the discussions of the Board and the Committees of which she is a member, which in turn enhanced the value of such discussions. Further, the committee also noted the consistent time commitment of Ms. Mitra towards Board and Committee meetings held during her tenure.

On the basis of the above, the Nomination and Remuneration Committee recommended to the Board the re-appointment of Ms. Mitra as an Independent Director of the Company at its meeting held on August 6, 2024, the Board, based on the recommendation of Nomination and Remuneration Committee and the outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Ms. Sayantika Mitra, as an Independent Director of the Company, for a second term of two consecutive years with effect from August 9, 2024.

The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Ms. Mitra for the office of Director.

The Company has received a declaration of independence from Ms. Mitra. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Mitra fulfils the conditions set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for re-appointment as an Independent Director.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The draft letter of re-appointment to be issued to Ms. Mitra setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Mitra as an Independent Director requires the approval of the Members by passing a special resolution.

The Board firmly believes that the expertise and the experience that Ms. Mitra brings to the Board deliberations would be of significant value in Company's transformational journey and would make her continued association as an Independent Director of immense benefit to the Company. The Board of Directors considers the re-appointment of Ms. Mitra as an

Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No.9 for approval of Members.

Except Ms. Mitra, being the appointee none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 9.

**Brief profile of Ms. Sayantika Mitra is as follows:**

Sayantika Mitra has completed B.A. LLB, from University of Calcutta, Kolkata is an Advocate proficient in legal research tools and technology and partner of Victor Moses & Co (Solicitors, Advocate and Trademark Attorneys), Kolkata. She has strong legal and analytical skills. She has qualified all India Bar Examination and received a certificate of practicing law in any court within India. She is also a Member of Bar Association, High Court, Calcutta and Incorporated Law Society, High Court, Calcutta. Apart from her professional background, she holds a Diploma in Bharatnatyam, Rabindra Nritya, Odissi, and Creative dance forms from Pracheen Kala Kendra, Chandigarh.

**ANNEXURES TO THE NOTICE DATED AUGUST 27, 2024**

The following information about Directors, appointment/re-appointment pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standard –2:

Name of the Director	Mr. Shripad Ashtekar
<b>Director Identification Number (DIN)</b>	01932057
<b>Designation</b>	Managing Director
<b>Date of Birth</b>	18/10/1971
<b>Age</b>	53
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	19/02/2008
<b>Date of re-appointment by the Members</b>	29/08/2022
<b>Qualifications</b>	Step away from his B.Sc. Honors in Statistics
<b>Expertise in functional area</b>	Sales and Marketing, Project Management, Operations, Human resources management.
<b>Number of Equity Shares held in the Company as on 31.03.2024</b>	1,52,52,957
<b>List of Directorships and Committee Memberships held in other entities as on 31.03.2024</b>	Signpost Delhi Airport Private Limited EFlag Analytics Private Limited Sraboni Chatterjee Foundation Cherapunjee Innovations LLP
<b>Number of Board Meetings attended during the year</b>	10
<b>Relationship with other Directors, Manager and KMP</b>	Nil
<b>Remuneration Last Drawn</b>	₹ 281.52 Lakh
<b>Terms and conditions of appointment</b>	Liable to retire by rotation.

<b>Name of the Director</b>	<b>Mr. Rajesh Awasthi</b>
<b>Director Identification Number (DIN)</b>	07815683
<b>Date of Birth</b>	05/01/1977
<b>Age</b>	47 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 6, 2024
<b>Date of re-appointment by the Members</b>	NA
<b>Qualifications</b>	B. Com.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area</b>	Sales and marketing, Relationship management, Operations, project management
<b>Terms and conditions of appointment</b>	Appointment as Executive Director for a period of 5 years effective August 6, 2024 liable to retire by rotation.
<b>Details of Remuneration Last Drawn</b>	NA
<b>Details of remuneration sought to be paid</b>	Upto ₹ 50 Lakh (Rupees Fifty lakh per annum (inclusive of all perquisites and allowances) as per the Company policy and agreed between the Board and Mr. Awasthi.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	NA
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Nil
<b>Number of Equity Shares held in the Company</b>	10,34,886

<b>Name of the Director</b>	<b>Mr. Girish Kulkarni</b>
<b>Director Identification Number (DIN)</b>	01683332
<b>Designation</b>	Non-Executive, Independent
<b>Date of Birth</b>	03/12/1963
<b>Age</b>	60 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 6, 2024
<b>Date of re-appointment by the Members</b>	NA
<b>Qualifications</b>	MBA
<b>Expertise in functional area</b>	Finance, Sales, Human resources
<b>Number of Equity Shares held in the Company as on 31.03.2024</b>	Nil
<b>List of Directorships and Committee Memberships held in other entities as on 31.03.2024</b>	Nil
<b>Number of Board Meetings attended during the year</b>	NA
<b>Relationship with other Directors, Manager and KMP</b>	Nil
<b>Remuneration Last Drawn</b>	NA
<b>Terms and conditions of appointment</b>	Not liable to retire by rotation.
<b>Details of Remuneration Last Drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Mr. Girish Kulkarni, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	NA
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Nil
<b>Number of Equity Shares held in the Company</b>	Nil

<b>Name of the Director</b>	<b>Mr. Prashant Sanghavi</b>
<b>Director Identification Number (DIN)</b>	10729467
<b>Designation</b>	Non-Executive, Independent
<b>Date of Birth</b>	09/08/1978
<b>Age</b>	46 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 6, 2024
<b>Date of re-appointment by the Members</b>	NA
<b>Qualifications</b>	Post Graduate Program in Management Studies (PGPMS)
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Banking and Finance, Sales and Marketing
<b>Terms and conditions of appointment</b>	Appointment as Independent Director for a period of 2 consecutive years effect from August 6, 2024, not liable to retire by rotation.
<b>Details of Remuneration Last Drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Mr. Prashant Sanghavi, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	NA
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Nil
<b>Number of Equity Shares held in the Company.</b>	Nil

Name of the Director	Ms. Sayantika Mitra
<b>Director Identification Number (DIN)</b>	07581363
<b>Date of Birth</b>	04/10/1994
<b>Age</b>	29 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 9, 2023
<b>Date of re-appointment by the Members</b>	December 12, 2023
<b>Qualifications</b>	B.A. LLB, from University of Calcutta
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements including expertise in functional area.</b>	Ms. Mitra is an Advocate with proficiency in legal research tools and technology and partner of Victor Moses & Co (Solicitors, Advocate and Trademark Attorneys), Kolkata. She has strong legal and analytical skills. She has qualified all India Bar Examination and received a certificate of practicing law in any court within India. She is also a Member of Bar Association, High Court, Calcutta and Incorporated Law Society, High Court, Calcutta. Apart from her professional background, she holds a Diploma in Bharatnatyam, Rabindra Nritya, Odissi, and Creative dance forms from Pracheen Kala Kendra, Chandigarh.
<b>Terms and conditions of appointment</b>	Re-appointment as an Independent Director for a period of 2 consecutive years effect from August 9, 2024, not liable to retire by rotation.
<b>Details of Remuneration Last Drawn</b>	She was paid sitting fees of ₹ 0.425 lakh during the financial year 2023-24 for attending Board and Committee meetings.
<b>Details of remuneration sought to be paid</b>	Ms. Sayantika Mitra, Independent Director is entitled to sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>List of Directorships in other listed entities (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of Committees in other listed entities (excluding foreign companies)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>Number of Board Meetings attended during the year</b>	5
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Nil
<b>Number of Equity Shares held in the Company.</b>	Nil

**By order of the Board**

**Jitesh Rajput  
Company Secretary  
Membership No. A56219**

Date : August 27, 2024

Place: Mumbai