

FRONTIER WAREHOUSING LIMITED

NOTICE

NOTICE is hereby given that the **34th Annual General Meeting** of the Members of FRONTIER WAREHOUSING LIMITED will be held on Saturday, **17th August, 2024 at 11:00 AM** through video conferencing (VC)/other audio visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the company for the period ended 31st March, 2024 together with Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the company for the year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors.
3. To appoint a Director in place of Mr. Anush Agarwalla (DIN: 08077903) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

4. **To increase borrowing powers of the board and Authorisation limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the members be and is hereby accorded to the Board of Directors for borrowing from time to time any sum or sums of money by way of issue of bonds, debenture and other securities including cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding to Rs.1200 Crores (Rupees Twelve Hundred Crores Only) (including the money already borrowed by the Company) over and above, on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any,

of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of shareholders of the Company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.1200 Crores (Rupees Twelve Hundred Crores Only) over and above at any given time.

RESOLVED FURTHER THAT for the purpose of aforesaid borrowing, any Director of the Company, be and are hereby authorised to sign, get registered and deliver on behalf of the Company all documents and forms relating to the above credit lines and to secure the facilities by hypothecation of present and future raw materials belonging to the Company and lying in any godown, factory or any wherein India, stock of stores, work-in-progress and finished goods and book debts, and that the Company do create an equitable mortgage on the fixed assets of the Company in favour of the Banks/Financial Institutions/NBFC's by depositing the title deeds in relation thereto, as collateral security for the credit facility made available to the Company.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank pari-passu with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT pursuant to Section 77, 85 & 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 & 10 of the Companies (Registration of Charges) Rules 2014 and rule no 24 of the Companies (Management and Administration) Rules 2014, any Director of the Company be and are hereby authorised to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file form no. CHG-1/9, MGT-14 with the Registrar of Companies within the prescribed time and fees and to do relevant entries in the Register of Charges.”

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5. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of Rs.1200 Crores (Rupees Twelve Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

6. Authorization to make loan and investment, security and guarantee under section 186 of the companies act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the

time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors, (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to:

- Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs.1200 Crores (Rupees Twelve Hundred Crores Only);
- give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed Rs.1200 Crores (Rupees Twelve Hundred Crores Only);

RESOLVED FURTHER THAT the Board or a duly constituted committee thereof be and is hereby authorised to decide and finalise the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

7. Consideration and approval related party transaction.

To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transactions with the following Related Parties and for the maximum amounts, as mentioned herein below:

Nature of Transaction as per The Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction	Amount (Rs.)
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla Mr. Dipanker Biswas (Directors of Ombre Realty Pvt Ltd)	Rasha Ind Pvt Ltd	Holding Company of Frontier Warehousing Ltd	As per the contract dated: 15/06/2023 8/12/2023	350 Crores

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Nature of Transaction as per The Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction	Amount (Rs.)
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Teasel Realty Pvt. Ltd.	Subsidiary of Rasha Ind Pvt Ltd Associate of Frontier Warehousing Ltd	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Calendula Realty Pvt. Ltd.	Subsidiary of Frontier Warehousing Ltd	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla Mr. Dipankar Biswas	Ombre Realty Pvt. Ltd.	Subsidiary of Frontier Warehousing Ltd	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Tansy Realty Pvt. Ltd.	Subsidiary of Frontier Warehousing Ltd	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	ALW Estate Pvt. Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Rotoman Pvt. Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla Mrs. Neha Agarwalla	S Laminators Pvt. Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Tigerhill Vinimay Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mrs. Neha Agarwalla Mrs. Priti Agarwalla	Tadkhin Developers Pvt. Ltd.	Relative of Directors	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mrs. Neha Agarwalla Mrs. Priti Agarwalla	Novovel Realcon Pvt. Ltd.	Relative of Directors	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mrs. Neha Agarwalla Mrs. Priti Agarwalla	Athlico Construction Pvt. Ltd.	Relative of Directors	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores

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Nature of Transaction as per Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction	Amount (Rs.)
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Alev Realty Pvt. Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Banwari Lal Sutodiya Mr. Amit Agarwalla Ms. Priya Saran Agarwal	Shri Ram Tea Co. Private Limited	Relatives of directors Subsidiary of Rasha Ind Pvt Ltd	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores
Transactions/ Arrangements/ Contracts of Purchase/ Sale of Goods/ Services	Mr. Gautam Agarwalla Mr. Amit Agarwalla	Olcay Realty Pvt. Ltd.	Common Management	As per contract to be entered for sale and purchase of goods and/or services.	100 Crores

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors, be and is hereby authorised to sign and execute such documents, as may be required and to do all such acts deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise, that may arise in this regard.”

By Order of the Board of Directors
For: **FRONTIER WAREHOUSING LIMITED**

(Milan Bhatia)
Company Secretary

Date: 08.06.2024

Place: Kolkata

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General Instructions

1. The relevant ***Explanatory Statement pursuant to Section 102 of the Companies Act, 2013***, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
2. Only registered members of the Company may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the meeting but not vote.
3. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contacts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
5. Members who require communication in physical form in addition to e-communication, may write to us at rashaind@hotmail.com
6. The Register of Members and Share Transfer Books of the Company will remain closed from **10th August, 2024** to **17th August, 2024** (both days inclusive) for Annual General Meeting.
7. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
8. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
9. To support "Green initiative", Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
10. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin Code of the Post office, and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
11. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. **M/s. Maheshwari Datamatics Private Limited, 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700 001** at mdpldc@yahoo.com Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
12. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
13. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.
14. Electronic copies of the Annual Report including Notice of the Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting are being sent to all the members whose email IDs are registered with Company/Depository Participants.

INSTRUCTION VOTING THROUGH ELECTRONIC MEANS

1. 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 EGM/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 EGM/AGM through VC/OAVM.
2. 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM/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 EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.frontierwarehousing.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 and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/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 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 14.08.2024 at 9:00 A.M. and ends on 16.08.2024 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. 10.08.2024, 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 10.08.2024.

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.

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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"> 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. 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 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; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 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 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 e-voting 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.

Log in 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 22 55 33

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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 long-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.nsd.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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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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 cstanvee.sinha@gmail.com 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.
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 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 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 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 (rashaind@hotmail.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 (rashaind@hotmail.com). If you are an Individual shareholders 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 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any

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grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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.
5. 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 (rashaind@hotmail.com and milanbhatia55@gmail.com). The same will be replied by the company suitably.
6. Shareholders 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 e-mail address
7. mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at rashaind@hotmail.com and milanbhatia55@gmail.com latest by 13.08.2024 on Tuesday by 5:00 P.M.. Only those Shareholders 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.

8. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

Item No. 4 - To increase borrowing powers of the board and Authorisation limit to secure the borrowings under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013

The Shareholders of the Company by way of special resolution passed earlier had authorized the Board of Directors to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities any other debt instrument upto a limit of **Rs.1000 Crores (Rupees One Thousand Crores Only)**, excluding temporary loans obtained from the Company's bankers in the ordinary course of business. With a view to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and it is therefore recommended to keep the borrowing limits of the Company **up to Rs.1200 Crores (Rupees Twelve Hundred Crores Only)**. Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the Company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of **Rs.1200 Crore (Rupees Twelve Hundred Crores Only)** (apart from temporary loans obtained from Company's bankers in the ordinary course of business) for borrowings under Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution.

Shareholders of the Company are further to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the

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Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors recommends the resolution as set out at **Item No. 4** for approval of the members as Special resolution.

Item No.5 Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee, or security to other interested entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of a special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that the board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through the deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the interested entities. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires the approval of members by a Special Resolution. The Board of Directors Recommends the Special Resolution for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or

interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors recommends the resolution set forth in **item no. 5** for approval of members as a Special Resolution.

Item No.6 - Authorization to make loan and investment, security and guarantee under Section 186 of the Companies Act, 2013:

As a business strategy, the company may be required to invest the funds of the Company or provide a loan, security, and/or guarantee in furtherance of its business objectives or to carry out its operations as per defined policies and guidelines. The said investment, Loan, securities, and/or guarantee taken together may at time exceed the limits defined under Section 186 of the Companies Act, 2013.

Accordingly, the present resolution is proposed for the approval of the members to authorize the board of Directors of the company to make a loan, investment or give guarantee or provide any security upto a maximum limit of **Rs. 1200 Crores** not withstanding such loan, investment, etc. exceeds the prescribed ceiling under Section 186 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors recommends the resolution as set out at **Item No. 6** for approval of the members as Special resolution.

Item No.7 - Consideration and approval related party transaction:

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe the certain procedure for approval of material related party transactions by members. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. The following contracts/arrangements/ transactions are material in nature and require the approval of the shareholders of the Company by ordinary resolution:

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Name of the Related Party	Name of the Director/ KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Rasha Ind Pvt Ltd	<p>Mr. Gautam Agarwalla (Director of Rasha Ind Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Rasha Ind Pvt Ltd)</p> <p>Mr. Dipanker Biswas (Director of Ombre Realty Pvt Ltd)</p>	<p>The transaction of Rs.350 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement</p> <p>Sale, Purchase or supply of any goods or materials upto Rs.49 Crores</p> <p>Availing or rendering of any services upto Rs.300 Crores</p> <p>Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Teasel Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Teasel Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Teasel Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors:</p> <p>Sale, Purchase or supply of any goods or materials upto Rs.9 Crores</p> <p>Availing or rendering of any services upto Rs.90 Crores</p> <p>Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Calendula Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Calendula Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Calendula Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors:</p> <p>Sale, Purchase or supply of any goods or materials upto Rs.9 Crores</p> <p>Availing or rendering of any services upto Rs.90 Crores</p> <p>Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>

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Name of the Related Party	Name of the Director/ KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Ombre Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Ombre Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Ombre Realty Pvt Ltd)</p> <p>Mr. Dipanker Biswas (Director of Ombre Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Tansy Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Tansy Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Tansy Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
ALW Estate Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of ALW Estate Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of ALW Estate Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>

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Name of the Related Party	Name of the Director/ KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Rotoman Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Rotoman Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Rotoman Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
S. Laminators Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of S. Laminators Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of S. Laminators Pvt Ltd)</p> <p>Mrs. Neha Agarwalla (Director of S. Laminators Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Tigerhill Vinimay Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Tigerhill Vinimay Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Tigerhill Vinimay Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>

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Name of the Related Party	Name of the Director/ KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Tadhkin Developers Pvt. Ltd.	<p>Mrs. Neha Agarwalla (Director of Tadhkin Developers Pvt Ltd)</p> <p>Mrs. Priti Agarwalla (Director of Tadhkin Developers Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Novovel Realcon Pvt. Ltd.	<p>Mrs. Neha Agarwalla (Director of Novovel Realcon Pvt Ltd)</p> <p>Mrs. Priti Agarwalla (Director of Novovel Realcon Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Athlico Construction Pvt. Ltd.	<p>Mrs. Neha Agarwalla (Director of Athlico Construction Pvt Ltd)</p> <p>Mrs. Priti Agarwalla (Director of Athlico Construction Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>

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Name of the Related Party	Name of the Director/ KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Alev Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Alev Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Alev Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Shri Ram Tea Co. Pvt. Ltd.	<p>Mr. Banwari Lal Sutodiya (Director of Shri Ram Tea Co. Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Shri Ram Tea Co. Pvt Ltd)</p> <p>Ms. Priya Saran Agarwal (Director of Shri Ram Tea Co. Private Limited)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>
Olcay Realty Pvt. Ltd.	<p>Mr. Gautam Agarwalla (Director of Olcay Realty Pvt Ltd)</p> <p>Mr. Amit Agarwalla (Director of Olcay Realty Pvt Ltd)</p>	<p>The transaction of Rs.100 Crores (as per below mentioned details) may be entered in financial year 24-25 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particular of Contracts or Arrangement to be entered on approval of the Board of Directors: Sale, Purchase or supply of any goods or materials upto Rs.9 Crores Availing or rendering of any services upto Rs.90 Crores Appointment of any agent for purchase or sale of goods, materials, services or property upto Rs.1 Crore</p>

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The above contracts/ arrangements/ transactions were approved by the Board of Directors and recommended to the shareholders of the Company for their approval. All entities/ persons that are directly/ indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material related party transactions is sought from the shareholders. Accordingly, all related parties of the Company will not vote on this resolution.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

The Board of Directors recommends the resolution as set out at **Item No. 7** for approval of the members as Special resolution.

By Order of the Board of Directors
For: FRONTIER WAREHOUSING LIMITED

Milan Bhatia
Company Secretary

Date: 08.06.2024
Place: Kolkata