

## NOTICE

Notice is hereby given that the Forty-First Annual General Meeting (41<sup>st</sup> AGM) of Garnet International Limited will be held on Monday, 21<sup>st</sup> Day of August, 2023, at 11.00 a.m. (IST), through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.
3. To appoint a director in place of Mr. Ramakant Gaggar (DIN: 01019838), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Ramakant Gaggar (DIN: 01019838) as Managing Director.**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mr. Ramakant Gaggar (DIN: 01019838) as Managing Director of the Company for a period of five years (5) with effect from 28th May, 2023 to 27th May, 2028, liable to retire by rotation, on the terms & conditions and remuneration as set out below:

- SALARY: Rs. 1,50,000 per month/-
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- Use of Company maintained Car with driver for business and personal use.
- Telephone at residence and mobile phone for Company’s business.

RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to vary, alter or modify the designation of Mr. Ramakant Gaggar and the terms and conditions of his appointment including remuneration and/ or perquisites payable or to be provided (including any monetary value thereof) to him to the extent the Board of Directors deem fit.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Ramakant Gaggar, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER THAT** Board (which includes Nomination, Remuneration and Compensation Committee) be and is hereby authorized to do all deeds, acts, matters things and execute all such documents and writings as may be required to delegate all or any of its power herein conferred to any committee of Directors or any Director as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

#### 5. Alteration in Articles of Associations.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Registrar of Companies, Mumbai, Maharashtra, Ministry of Corporate Affairs, or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to alter and substitute existing Clause 6 (2) of the Articles of Association of the Company with new Clause 6 (2) as under :

*6 (2): Mode of further issue of Shares and Securities:*

*“A further issue of shares and securities may be made in any manner whatsoever as the Board may deem fit including by way of right issue, bonus issue, preferential offer, private placement and any other issue in accordance with the provisions of the Act. Further, Board shall have the power to issue, warrants or any other instruments which may entitle the holders thereof to subscribe to shares of the Company, in accordance with the provision of the Act.”*

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### NOTES

1. In view of the Covid-19 pandemic and pursuant to the General Circular Nos. 20/ 2020 dated 5th May, 2020 read with other relevant circulars including 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’), the Company is convening the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Monday, 21st August, 2023 at 11.00 a.m. (IST). The deemed venue for the 41<sup>st</sup> AGM will be 901, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai – 400 001.
2. The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 15<sup>th</sup> August 2023 to Monday, 21<sup>st</sup> August 2023 (both days inclusive) for the purpose of Annual General Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36 (3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking

appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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, Attendance Slip and Route Map of AGM are not annexed to this Notice.
5. In line with the relevant MCA Circulars and SEBI Circulars the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice convening the Forty-First AGM has been uploaded on the website of the Company at [www.garnetint.com](http://www.garnetint.com), and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
6. Members are hereby informed that under the Act, the company is obliged to transfer any money lying in the unpaid dividend account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund (“the Fund”) established by the Central Government.

Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web form no. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

7. SEBI vide circular dated 3rd November, 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st October, 2023, shall be frozen as per the aforesaid SEBI circular. In view of the above, we urge the shareholders to submit the requisite details along with the supporting documents at the earliest.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
9. The format of the Register of Members prescribed by the MCA under the Act requires the Company / Share Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Form ISR-1 for capturing additional details is available on the Company’s website and is also attached to this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or to its RTA – Link Intime India Private Limited in physical mode as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's RTA – Link Intime India Private Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA-Link Intime India Private Limited / Company in case the shares are held by them in physical form.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at [secretarial@garnetint.com](mailto:secretarial@garnetint.com).
15. **Instructions for e-voting and joining the AGM are as follows:**
  - A. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**
    - i. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
    - ii. Shri Sidharth Sharma (Membership No. FCS 7890) Proprietor of M/s Siddharth Sharma & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.
    - iii. The voting rights shall be reckoned on the Paid Up value of the shares registered in the name of the Member/ Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 14<sup>th</sup> August 2023.

- iv. The Scrutinizer shall make a consolidated scrutinizer's report after scrutinizing the votes cast at the Meeting & through e-voting and submit the same to the Chairman, not later than 2 days of conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.garnetint.com](http://www.garnetint.com). The results shall simultaneously be communicated to the Stock Exchange.
- v. The Notice calling the AGM has been uploaded on the website of the Company at [www.garnetint.com](http://www.garnetint.com) and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- vi. Voting through electronic means  
The Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
- vii. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("e-voting") will be provided by Link Intime India Private Limited.
- viii. The instructions for shareholders voting electronically are as under:
  - a) The voting period begins on Friday, 18<sup>th</sup> August 2023 at 9.00 a.m. and ends on Sunday, 20<sup>th</sup> August 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 14<sup>th</sup> August 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - b) **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your existing User ID and Password.

	<p>b) 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</p> <p>c) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>d) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</p> <p>c) If the user is not registered for Easi/Easiest, the 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</p> <p>d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>

<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Shareholders holding securities in Physical form/ Non-Individual Shareholders holding securities in demat mode</b></p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https:// instavote.linkintime.co.in</a> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ol style="list-style-type: none"> <li>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. Shareholders holding shares in NSDL form, shall provide ‘D’ above. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated).</li> </ol> </li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e- voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**c) Guidelines for Institutional shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/ Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME have forgotten the password:
  - i. Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password’
  - ii. Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**d) Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ii. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - iii. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**e) Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type	Help Desk
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.co.in">evoting@nsdl.co.in</a> or call at.: 022-4886 7000 and 02224997000
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 22 55 33



f) **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**B. GENERAL GUIDELINES FOR SHAREHOLDERS:**

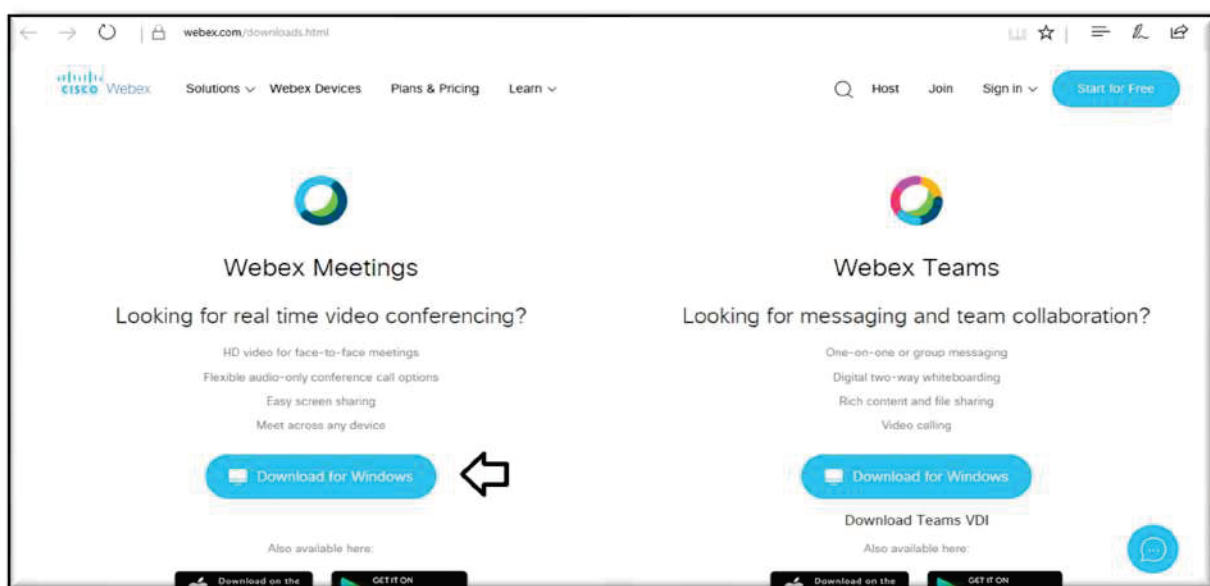
- I. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - II. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - III. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under help section or write email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
  - IV. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cutoff date, may obtain the login ID and password by sending a request at [helpdesk.enotices@linkintime.co.in](mailto:helpdesk.enotices@linkintime.co.in)
  - V. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM 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, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
  - VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.garnetint.com](http://www.garnetint.com) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited and the service provider Linkintime India Limited.
16. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Tel:022- 49186000, e-mail: [rnt@linkintime.co.in](mailto:rnt@linkintime.co.in).
  17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
  18. Members holding shares in physical form in single name are advised to avail of nomination facility. As per the provisions of Section 72 of the Companies Act 2013, the facility for making nomination is available for Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Nomination forms can be obtained from the RTA. Members are requested to submit the said details to their DP in case shares are held in electronic form and to the RTA in case shares are held in physical form.

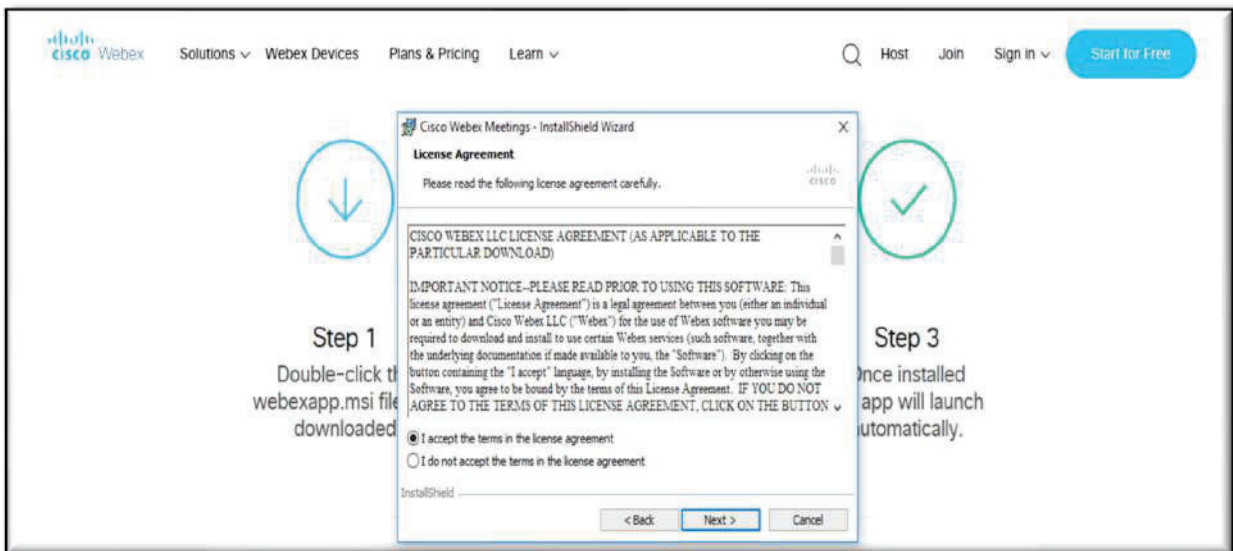
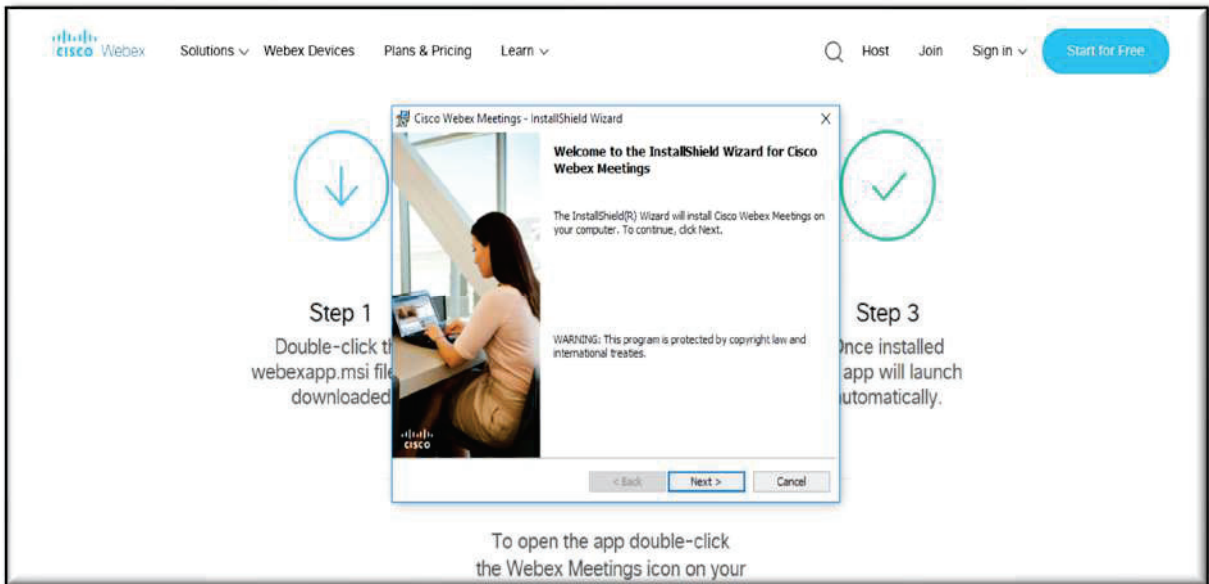
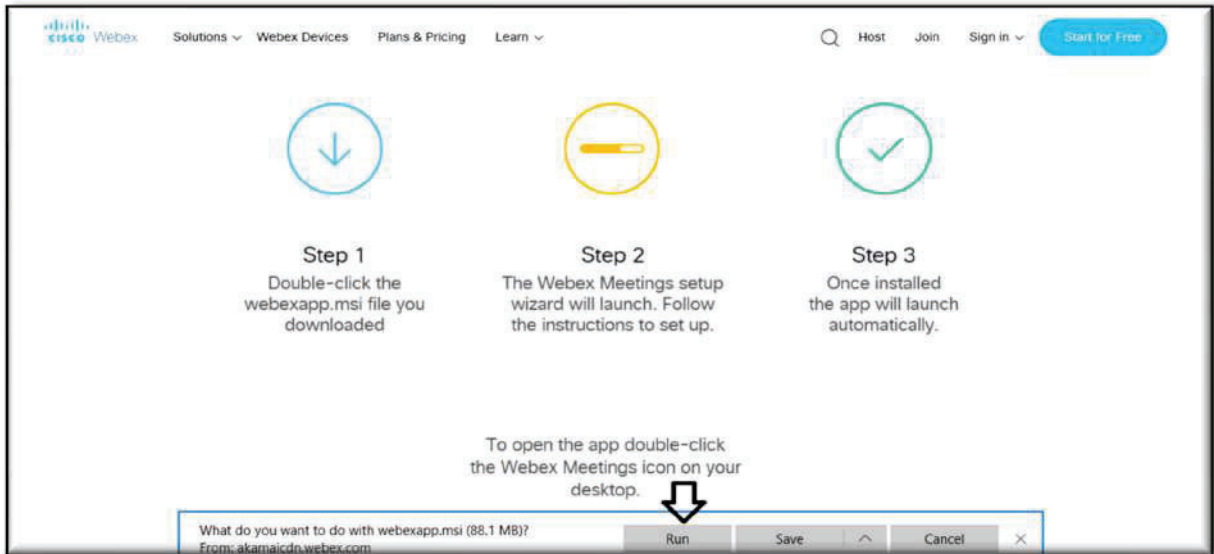
19. Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

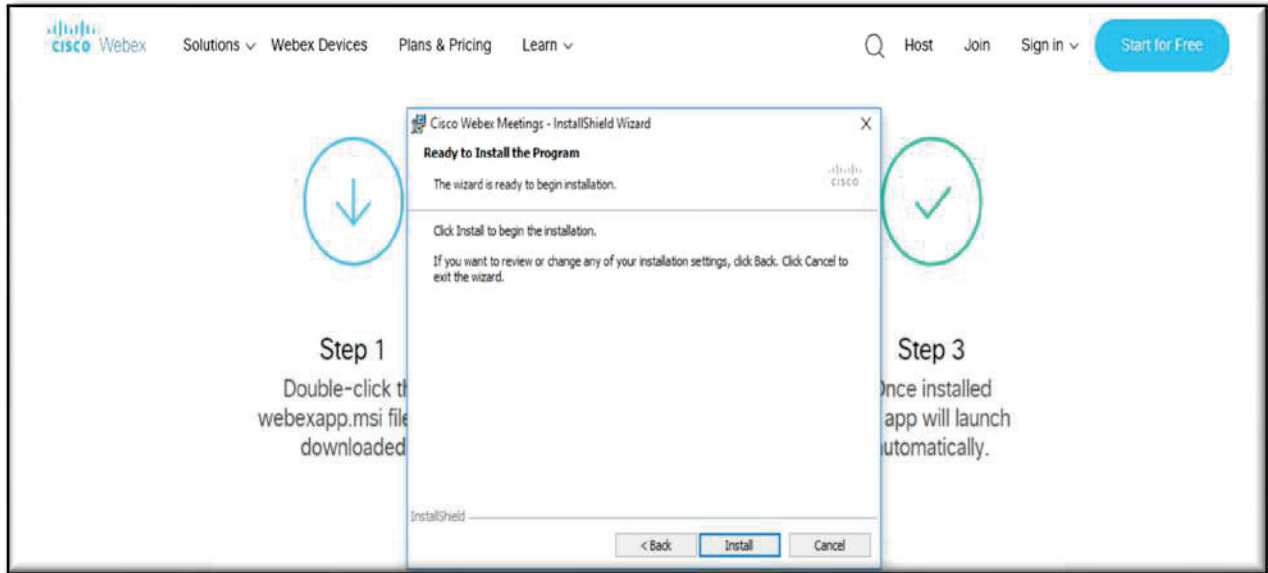
- a) For Physical shareholders: Kindly send an email with a scanned request letter duly signed by 1st shareholder, providing the name, address and folio number, scanned copy of share certificate (front & back) and self-attested copy of PAN Card and Aadhar Card to [secretarial@garnetint.com](mailto:secretarial@garnetint.com).
- b) For Demat Shareholders: Kindly update your email id with depository participant.

20. Instructions for Members for attending the AGM through InstaMeet (VC/OAVM) are as under:

- (i) Please read the below instructions carefully for participating in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.
- (ii) The Members are entitled to attend the Annual General Meeting through InstaMeet (VC/OAVM) provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting.
- (iii) The Members are requested to participate on first come first serve basis. Shareholders/Members with more than 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting. Participation is restricted up to 1,000 members only on first come serve basis.
- (iv) For a smooth experience of AGM proceedings, shareholders who are registered as speaker for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by following the instructions as under:
  - a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

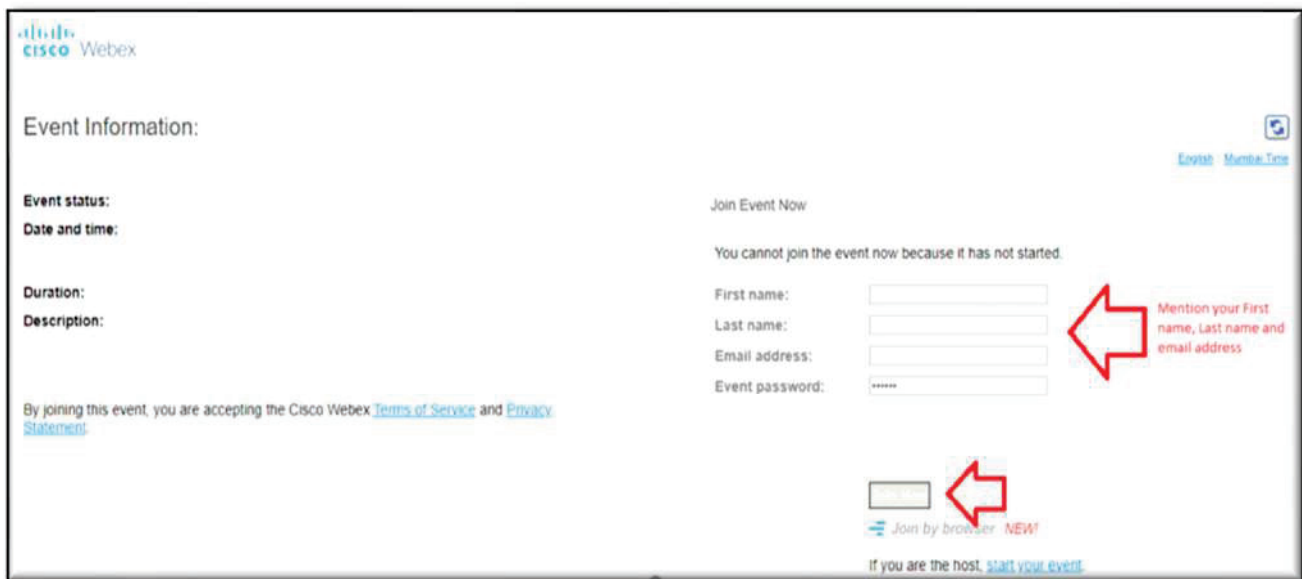






b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



21. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:

- (i) Open the internet browser and launch the URL : <https://instameet.linkintime.co.in>

- (ii) Select the “Company” and “Event Date” from the Drop Down Box.
  - (iii) Register with following details:
    - a) Demat Account No. or Folio No: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - b) PAN: Enter your 10 digit Permanent Account Number (PAN). (Members who have not updated their PAN with the Depository Participant (DP)/
    - c) Company shall use the sequence number provided to you, if applicable.
    - d) Mobile Number: Enter your mobile number.
    - e) Email ID: Enter your email id, as recorded with your DP/Company.
  - (iv) Click on “Go to Meeting”. (You are now registered for InstaMeet and your attendance is marked for the meeting).
22. The Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

The Members are required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call at: - Tel : (022-49186175).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

- 23. The Shareholders who would like to speak or ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [agm.query@garnetint.com](mailto:agm.query@garnetint.com), at least 3 days prior to the date of Annual General Meeting. The same will be replied by the company suitably.
- 24. Shareholders will get confirmation on first come first served basis depending upon provision made by the Company.
- 25. Shareholders will receive ‘speaking serial number’ once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
- 26. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- 27. Please remember ‘speaking serial number’ and start your conversation with panelist by switching on video mode and audio of your device.
- 28. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- 29. The Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

30. Once the electronic voting is activated by the scrutinizer/moderator during the meeting, the members who have not exercised their vote through the remote e-voting can cast the vote as under
- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
  - b) Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
  - c) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
  - d) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
  - e) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
  - f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
31. The Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.
32. The Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
33. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call at: 022-49186175

By Order of the Board of Directors  
**Suresh Gaggar**  
Chairman  
(DIN : 00599561)

Mumbai, 14th July, 2023

Registered Office:

**Garnet International Limited**

CIN: L74110MH1995PLC093448

901, Raheja Chambers, Free Press

Journal Marg, Nariman Point Mumbai 400021

Tel No: 91-022-22820714

Email ID: [secretarial@garnetint.com](mailto:secretarial@garnetint.com)

Website: [www.garnetint.com](http://www.garnetint.com)

**Details of Directors seeking re-appointment / appointment at forthcoming Annual General Meeting  
[Pursuant to Regulations 26(4) and 36(3) SEBI (Listing Obligations and Disclosure Requirements)  
Regulations 2015 and Secretarial Standard - 2 on General Meetings]**

Particulars	Mr. Ramakant Gaggar
Age	50 Years
Qualification	Commerce Graduate
Experience	Mr. Ramakant Gaggar has been associated with Company since inception, he has a deep understanding of the intricacies of the Indian financial markets. Please refer company's website: <a href="http://www.garnetint.com">www.garnetint.com</a> for detailed profile.
Terms & Conditions of Appointment/ Reappointment	As per the details provided under the resolution and explanatory statement for business item no. 3.
Remuneration last drawn(including sitting fees, if any)	150000 p.m.
Remuneration proposed to be paid	150000 p.m.
Date of first appointment on the Board	24.09.2007
Shareholding in the Company as on March 31, 2023	3757670 Equity Shares
Relationship with other Directors/Key Managerial Personnel	Mr. Suresh Gaggar - Brother Mr. Navratan Gaggar - Brother
Number of meetings of the Board attended during the year	5
Directorships of other Boards as on March 31, 2023	Alaukik Mines & Power Pvt. Ltd Mangal Savitri Investment Pvt. Ltd Mangal Savitri Bizcon Pvt. Ltd GVS Chemical Pvt. Ltd Minex Explore Pvt. Ltd Sukartik Clothing Pvt. Ltd. Harco Silk Mills Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Chairman - 0 Member - 3

**DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS OF THE COMPANY  
(Pursuant to Regulation 36(3) of the SEBI (LODR), Regulations, 2015)**

S. No.	Name of Director	No. of Equity Shares
1	Mr. Vishnu Kanth Bhangadia	Nil
2	Mrs. Sandhya Lotlikar	Nil
3	Mr. Shyaam Taaparia	Nil

**EXPLANATORY STATEMENT**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business under Item No. 4 & 5 of the accompanying Notice dated 14th July, 2023.

**ITEM NO. 4:**

Mr. Ramakant Gaggar (DIN: 01019838) was appointed as Managing Director of the Company for a period of

five years with effective from 28<sup>th</sup> June, 2018 and holds office up to 27<sup>th</sup> May, 2023. Mr. Ramakant Gaggar is a promoter director on the Board of the Company. Keeping in view his long association with the Company, his expertise, qualifications and experience as also the increased responsibilities on account of various expansion plans undertaken by the Company and its subsidiaries, your Board of Directors on the recommendations of Nomination and Remuneration Committee, approved and recommend for your approval for re-appointment and payment of remuneration, as detailed in the resolution, of Mr. Ramakant Gaggar as Managing Director, with effect from 28<sup>th</sup> May 2023 to 27<sup>th</sup> May 2028. The terms of Appointment and Remuneration as stated in the resolution may be regarded as an abstract of the terms of memorandum of concern or interest for the purposes of provisions of the Act.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice in relation to appointment of Mr. Ramakant Gaggar, for approval by the Members.

Except Mr. Ramakant Gaggar, Mr. Suresh Gaggar and Mr. Navratan Gaggar none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

#### ITEM NO. 5:

The Board of Directors in its meeting held on July 14, 2023 discussed that in order bring more clarity with regard to modes of further issue of shares and securities by the company, the existing clause 6 (2) of Articles of Association of the Company needs to be altered, therefore the said existing clause 6 (2) of Articles of the Company is altered and substituted with the new clause.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice in relation to alteration/substitution of Clause 6 (2) of Articles of the Company, for approval by the Members.

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

By Order of the Board of Directors

Suresh Gaggar  
Chairman  
(DIN: 00599561)

Mumbai, 14<sup>th</sup> July, 2023

Registered Office:

**Garnet International Limited**

CIN: L74110MH1995PLC093448

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