

# ANSHUNI COMMERCIALS LIMITED

May 07, 2024

The Manager (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001

**Scrip No. 512091**

**Dear Sir/Madam,**

**Subject: Notice of an Extra-Ordinary General Meeting of the Company**

With reference to the captioned subject, this is to inform you that an Extra-Ordinary General Meeting ("EGM") of the Members of Anshuni Commercials Limited is scheduled to be held on Thursday, May 30, 2024 at 11.30 a.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed Notice of an Extra-Ordinary General Meeting of the Company.

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

**For Anshuni Commercials Limited**

**MAHESH**  
Digitally signed by MAHESH PANWAR  
DN: cn=PK, c=India,  
postalCode=442001, st=Chhattisgarh,  
serialNumber=63688000C2F2327B9F7  
D6C2A6A6F20F7CC2F571AA2658BA80  
7837F4E5CC986A, o=MAHESH  
PANWAR  
Date: 2024.05.07 12:32:52 +05'30'

**Mahesh Panwar**

**Whole-time Director**

**(DIN: 06702073)**

**Email id: [mahesh@shaktiart.in](mailto:mahesh@shaktiart.in).**

**Encl.: As Above**

Regd. office: Unit No. 609, 6th Floor, C-Wing One BKC, Bandra Kurla Complex, Bandra  
Bandra (East) Bandra, Mumbai-400051, Maharashtra.

Ph. No.: 9997426815 \* E-mail: [cslegal07@gmail.com](mailto:cslegal07@gmail.com).

Branch/Corporate office: 2A Ganesh Chandra Avenue Room No 09, 4th Floor Kolkata-700013, West

Bengal Ph. No.: 9830655803 \* E-mail: [anshunicommercialsLtd@gmail.com](mailto:anshunicommercialsLtd@gmail.com)

CIN NO: L90000MH1984PLC034879

# ANSHUNI COMMERCIALS LIMITED

## NOTICE

Notice is hereby given that an 01/2024-25 Extra-Ordinary General Meeting ("EGM") of the Members of **Anshuni Commercials Limited** will be held on Thursday, May 30, 2024 at 11.30 a.m. through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM") to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **1. Appointment of Ms. Shilpa Ajay Bhatia (DIN: 10377934) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Ms. Shilpa Ajay Bhatia (DIN: 10377934), who was appointed as an Additional Director of the Company with effect from November 03, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from November 03, 2023 to November 02, 2028, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Shilpa Ajay Bhatia shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

#### **2. Appointment of Mr. Soonil V Bhokare (DIN: 10195191) as an Independent Director of the Company**

*To consider and, if thought fit, the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mr. Soonil V Bhokare (DIN: 10195191), who was appointed as an Additional Director of the Company with effect from January 12, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 12, 2024 to January 11, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Soonil V Bhokare shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

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**Branch/Corporate office: 2A Ganesh Chandra Avenue Room No 09, 4th Floor Kolkata-700013, West  
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**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

3. **Appointment of Mr. Venkateswara Gowtama Mannava (DIN: 07628039) as a Non-Independent, Non-Executive Director of the Company**

*To consider and, if thought fit, the following resolution as an Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Venkateswara Gowtama Mannava (DIN: 07628039), who was appointed as an Additional Non- Independent, Non- Executive Director of the Company with effect from January 12, 2024, by the Board of Directors, and in respect of whom the Company has received a notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Independent Non-Executive, Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Venkateswara Gowtama Mannava shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity, Non-Independent, Non-Executive Director under the Act and Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. **Appointment of Mr. Ganesh Ramesh Nibe (DIN: 02932622) as a Non-Independent, Non-Executive Director of the Company.**

*To consider and, if thought fit, the following resolution as an Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Ganesh Ramesh Nibe (DIN: 02932622), who was appointed as an Additional Non-Independent, Non-Executive Director of the Company with effect from January 12, 2024, by the Board of Directors, and in respect of whom the Company has received a notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Independent, Non-Executive Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Ganesh Ramesh Nibe shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity, Non-Executive Director, under the Act and Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, from time to time.

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**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## 5. Appointment of Mr. Bhagwan Krishna Gadade (DIN: 08686236) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mr. Bhagwan Krishna Gadade (DIN: 08686236), who was appointed as an Additional Director of the Company with effect from April 03, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from April 03, 2024 to April 02, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Bhagwan Krishna Gadade shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## 6. Appointment of Mr. Mahesh Panwar (DIN: 06702073) as a Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Mahesh Panwar (DIN: 06702073) who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 03, 2024 in terms of Section 161 of the Act and provisions of the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## 7. Appointment of Mr. Mahesh Panwar (DIN: 06702073) as Whole-time Director of the Company

*To consider and if thought fit, to pass the following resolution as Special Resolution;*

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-

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enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination & Remuneration Committee and of the Board of Directors at their Meetings held on April 03, 2024, Mr. Mahesh Panwar (DIN: 06702073), be and is hereby appointed as a Whole-time Director of the Company for a period of 3 years with effect from April 03, 2024, till April 02, 2027, upon such terms and conditions including remuneration as set out in the Explanatory Statement pursuant to Section 102(1) of the Act, annexed to this Notice;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits/ approvals as may be applicable, be at full liberty to modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

## 8. Alteration in the Object Clause of the Memorandum of Association of the Company

*To consider and, if thought fit, to pass, the following resolution as a Special Resolution:*

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alterations in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company in the following manner:

**Clause III (A) of the MOA be altered by substituting the existing sub-clauses 3 & 4 with a new subclauses 3 & 4 as stated hereunder**

3. To carry on the business of armament manufacturers in all its branches and particular to manufacture, sell, maintain, repair, and deal in guns, gun carriages, torpedoes, tanks, armoured cars and other vehicles, machine guns, rifles, arms and all descriptions of ordinance, armament, arms, weapons, ammunition, explosives and munitions of war and all component parts, spare parts, equipment thereof and accessories thereto or apparatus for use in connection therewith.
4. To carry out the business of project execution including installation, erection and running of projects on its own or for others for manufacturing of guns, gun carriages, torpedoes, tanks, armoured cars and other vehicles, machine guns, rifles, arms and all descriptions of ordinance, armament, arms, weapons, ammunition, explosives and munitions including supply of raw material, components, finished product, component of machines & equipment used and to do all such acts and deeds that may be necessary and incidental for giving effect to the aforesaid object.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.”

## 9. Change of Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company.

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# ANSHUNI COMMERCIALS LIMITED

*To consider and, if thought fit, the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of (a) Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and (b) all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the Members of the Company be and is hereby accorded to change the name of the Company from ‘**Anshuni Commercials Limited**’ to “**Nibe Ordnance and Maritime Limited**”

**RESOLVED FURTHER THAT** upon the issuance of the ‘Certificate of Incorporation pursuant to change of name by the Registrar of Companies, the name ‘**Anshuni Commercials Limited**’ be substituted with “**Nibe Ordnance and Maritime Limited**” wherever it appears in the Memorandum of Association of the Company and clause I of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the company is “**Nibe Ordnance and Maritime Limited**”

**RESOLVED FURTHER THAT**, in terms of Section 14 of the Companies Act, 2013, upon the issuance of the Certificate of Incorporation pursuant to change of name by the Registrar of Companies, the name ‘**Anshuni Commercials Limited**’ be substituted with “**Nibe Ordnance and Maritime Limited**” wherever it appears in the Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

## 10. **Approval to Board of Directors to borrow funds in excess of limit specified under section 180 (c) of the Companies Act, 2013**

*To consider and, if thought fit, to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to Section 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 read along with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules, circular, notifications framed thereunder, as applicable; Foreign Exchange Management Act, 1999 including rules, regulations and circulars framed thereunder, as applicable; (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to borrow such sum or sums of money (including non-fund based facilities) from time to time, at discretion, on such security and on such terms and conditions as may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregated of the paid-up capital of the Company its free reserves, and securities premium, provided however, the total amount so borrowed in excess of the aggregate of the paid up capital of the Company its free reserves and securities premium shall not at any time exceed Rs. 200 Crores.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem

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# ANSHUNI COMMERCIALS LIMITED

fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

## 11. Approval to Board of Directors to create securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

*To consider and, if thought fit, to pass the following resolution as a Special Resolution*

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to hypothecate/ mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit and/or any issue of Non - Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non - Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling of Rs. 200 crores prescribed by the Members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

## 12. Approval to Board of Directors to give Loans, provide Guarantee or Security or make investment in excess of limit specified under section 186 of the Companies Act, 2013

*To consider and, if thought fit, to pass the following resolution as a Special Resolution*

**"RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of its Board and its Powers) Rules, 2014 made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 100 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and

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steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

For Anshuni Commercials Limited

MAHESH  
PANWAR  
Mahesh Panwar  
Whole-time Director  
(DIN: 06702073)

Email id: [mahesh@shaktiart.in](mailto:mahesh@shaktiart.in)

## Registered Office:

Unit No. 609, 6<sup>th</sup> Floor, C-Wing, One BKC,  
Kurla Complex, Bandra East, Mumbai- 400051  
Mumbai - 400003

Place: Mumbai

Dated: May 06, 2024

## Notes:

1. The Explanatory Statements pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto for your consideration.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the EGM of the Company will be held through VC/OAVM.
3. Since this EGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the notice. The Board of Directors has appointed Mrs. Priyanka Sujera C.P.No. 27035, Company Secretaries as Scrutinizer for scrutinizing the voting process in a fair and transparent manner.
5. Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to [anshunicommercialsLtd@gmail.com](mailto:anshunicommercialsLtd@gmail.com), the Scrutinizer by email through its registered email address to with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

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6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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 Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Adroit Corporate Services Private Limited in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the 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. Members are requested to submit the said details to their DP.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on [anshunicommercialsLtd@gmail.com](mailto:anshunicommercialsLtd@gmail.com), so as to enable the Company to keep the information ready.
12. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website [www.anshuni.com](http://www.anshuni.com), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL: <https://www.evotingindia.com>
13. If you have shares registered in the same name or in the same order of names but in multiple Folios, you are requested to send to the Company or Adroit Corporate Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; 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.
15. **Instructions for e-voting and joining the EGM are as follows:**
  - (i) 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 MCA Circulars, the

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Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- (ii) The voting period begins on Monday, May 27, 2024 at 9.00 a.m. and ends on Wednesday, May 29, 2024 at 5.00 p.m. During this period, shareholders of the Company, holding shares as on the cut-off date (record date) of Friday, May 24, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiestare <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and</li></ol>

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	<p>voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / LINKTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/Evoting Login</a>. The system will authenticate the user by sending OTP on registered mobile number and email ID 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.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 User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login</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. After successful login, you will be able to see e-</p>

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through their Depository Participants	Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period
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**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> . or call at toll free No.: 1800 1020 990 and 1800 22 44 30

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

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

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

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Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com). and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). and on approval of the accounts, they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [anshunicommercialsLtd@gmail.com](mailto:anshunicommercialsLtd@gmail.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

1. The procedure for attending Meeting and E-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further the Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It

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is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

## **PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), 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) + Update Email Id/Mobile Number to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

### **Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The results shall be declared within two working days of the conclusion of the EGM and same along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.anshuni.com](http://www.anshuni.com). and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

### **Explanatory Statement**

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# ANSHUNI COMMERCIALS LIMITED

## **Item Nos. 1**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on November 03, 2023, had appointed Ms. Shilpa Ajay Bhatia (DIN: 10377934), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from November 03, 2023 to November 02, 2028, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any appointment of Ms. Shilpa Ajay Bhatia, has to be approved by the Members in the General Meeting.

The profile and specific areas of expertise of Ms. Shilpa Ajay Bhatia are provided as Annexure to this Notice.

Ms. Shilpa Ajay Bhatia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Ms. Shilpa Ajay Bhatia is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Ms. Shilpa Ajay Bhatia has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Shilpa Ajay Bhatia on the Board of the Company and accordingly, the Board recommends the appointment of Ms. Shilpa Ajay Bhatia as a Non- Executive, Independent Director as proposed in the resolution no. 1 for approval by the Members as an Ordinary Resolution.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

The terms and condition of her appointment are uploaded on the website of the Company and is available for inspection.

The Board recommends the appointment of Ms. Shilpa Ajay Bhatia as a Non- Executive, Independent Director as proposed in the resolution no. 1 for approval by the Members as an Ordinary Resolution

Except for Ms. Shilpa Ajay Bhatia and/or her relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## **Item Nos. 2**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on January 12, 2024, had appointed Mr. Soonil V Bhokare Thakur (DIN: 10195191), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from January 12, 2024 to January 11, 2029, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable

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**CIN NO: L90000MH1984PLC034879**

# ANSHUNI COMMERCIALS LIMITED

rules and regulations, if any, appointment of Mr. Soonil V Bhokare, has to be approved by the Members in the General Meeting.

The profile and specific areas of expertise of Mr. Soonil V Bhokare are provided as Annexure to this Notice.

Mr. Soonil V Bhokare has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Soonil V Bhokare is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. Soonil V Bhokare has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Soonil V Bhokare on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Soonil V Bhokare as a Non- Executive, Independent Director as proposed in the resolution no. 2 for approval by the Members as an Ordinary Resolution.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

The terms and condition of his appointment are uploaded on the website of the Company and is available for inspection.

The Board recommends the appointment of Mr. Soonil V Bhokare as a Non- Executive, Independent Director as proposed in the resolution no. 2 for approval by the Members as an Ordinary Resolution.

Except for Mr. Soonil V Bhokare and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### **Item Nos. 3**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on January 12, 2024, appointed Mr. Venkateswara Gowtama Mannava (DIN: 07628039), as an Additional Director of the Company (Non-Executive, Non-Independent), liable to retire by rotation, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any, appointment of Mr. Venkateswara Gowtama has to be approved by the Members in the General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Mahesh Panwar for the office of Director of the Company.

Mr. Venkateswara Gowtama Mannava given his declaration to the Board that he is not restrained from acting as a Director by the Securities and Exchange Board of India or any such authority and being eligible to be appointed as a Director in terms of Section 164 of the Act.

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# ANSHUNI COMMERCIALS LIMITED

In the opinion of the Board, Mr. Venkateswara Gowtama Mannava is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Director.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Accordingly, consent of the Members is being sought by way of an ordinary resolution, as set out at item No. 3 of the Notice to approve the appointment of Mr. Venkateswara Gowtama Mannava, as Director of the Company (Non-Executive, Non-Independent), liable to retire by rotation.

Except for Mr. Venkateswara Gowtama Mannava and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution

## **Item Nos. 4**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on January 12, 2024, appointed Mr. Ganesh Ramesh Nibe (DIN: 02932622), as an Additional Director of the Company (Non-Executive, Non-Independent), liable to retire by rotation, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any, appointment of Mr. Ganesh Ramesh Nibe has to be approved by the Members in the General Meeting.

In the opinion of the Board, Mr. Ganesh Ramesh Nibe is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Mahesh Panwar for the office of Director of the Company.

Mr. Ganesh Ramesh Nibe given his declaration to the Board that he is not restrained from acting as a Director by the Securities and Exchange Board of India or any such authority and being eligible to be appointed as a Director in terms of Section 164 of the Act

The Company has also received other necessary disclosures from Mr. Ganesh Ramesh Nibe. Accordingly, it is proposed to appoint Mr. Ganesh Ramesh Nibe as a Director of the Company, liable to retire by rotation

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Accordingly, consent of the Members is being sought by way of an ordinary resolution, as set out at item No. 4 of the Notice to approve the appointment of Mr. Ganesh Ramesh Nibe, as Director of the Company liable to retire by rotation.

Except for Mr. Ganesh Ramesh Nibe and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution

## **Item Nos. 5**

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# ANSHUNI COMMERCIALS LIMITED

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on April 03, 2024, had appointed Mr. Bhagwan Krishna Gadade (DIN: 08686236), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e., from April 03, 2024 to April 02, 2029, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with other applicable rules and regulations, if any, appointment of Mr. Bhagwan Krishna Gadade, has to be approved by the Members has to be approved by the Members in the General Meeting.

The profile and specific areas of expertise of Mr. Bhagwan Krishna Gadade are provided as Annexure to this Notice.

Mr. Bhagwan Krishna Gadade has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Bhagwan Krishna Gadade is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. Bhagwan Krishna Gadade has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Mr. Bhagwan Krishna Gadade on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Soonil V Bhokare as a Non- Executive, Independent Director as proposed in the resolution no. 5 for approval by the Members as an Ordinary Resolution.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

The terms and condition of his appointment are uploaded on the website of the Company and is available for inspection.

The Board recommends the appointment of Mr. Bhagwan Krishna Gadade as a Non- Executive, Independent Director as proposed in the resolution no. 5 for approval by the Members as an Ordinary Resolution.

Except for Mr. Bhagwan Krishna Gadade and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## **Item Nos. 6 & 7**

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on April 03, 2024, appointed Mr. Mahesh Panwar (DIN: 06702073) as an Additional Director of the Company with effect from April 03, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and of the Articles of Association of the Company.

Mr. Mahesh Panwar (DIN: 06702073), aged about 52 years, has completed his Bachelor of Science from Jai Narayan Vyas University Jodhpur, and brings with him 20 years of rich experience in organizational strategy, accounting, finance execution, sales and marketing, across various industries.

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**CIN NO: L90000MH1984PLC034879**

# ANSHUNI COMMERCIALS LIMITED

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Mahesh Panwar for the office of Director of the Company.

Mr. Mahesh Panwar has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The Company has also received other necessary disclosures from Mr. Mahesh Panwar. Accordingly, it is proposed to appoint Mr. Mahesh Panwar as a Director of the Company not liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance Mr. Mahesh Panwar, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in.

In view of the same, the Board of Directors appointed Mr. Mahesh Panwar as a Whole-time Director of the Company for a period of 3 (Three) years, commencing from April 03, 2024 till April 02, 2027 subject to the approval of the Members of the Company.

Mr. Mahesh Panwar satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Mahendra's appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013:

- (a) Term: 3 years with effect from April 03, 2024 till April 02, 2027 and will not be liable to retire by rotation.
- (b) Remuneration: i. Remuneration of Mr. Mahesh Panwar will be as fixed by the Board of Directors from time to time after taking into account the recommendations of the NRC.
- (c) Your Board of Directors has recommended a ceiling on remuneration of Rs. 100,000/- (Rupees One lac only) per month.
- (d) Mr. Mahesh Panwar shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director/ Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Mahesh Panwar as a Director and Whole-time Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Your Board of Directors recommends the Resolution at Item No. 6 and the Resolution at Item No. 7 for approval by the Members by way of Ordinary Resolutions.

Except Mr. Mahesh Panwar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway

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Bengal Ph. No.: 9830655803 \* E-mail: [anshunicommercialsLtd@gmail.com](mailto:anshunicommercialsLtd@gmail.com).**

**CIN NO: L90000MH1984PLC034879**

# ANSHUNI COMMERCIALS LIMITED

concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 6 and Item No. 7 of this Notice.

## Item Nos. 8

To enable the Company to diversify its business into areas in which new management has expertise and would be profitable for the Company, the Object Clauses of the Memorandum of Association of the Company ('MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

Accordingly the Board at its meeting held on April 03, 2024 has approved alteration of the MOA of the Company by substitution of the existing sub-clause 3 & 4 of the main object of the Memorandum of Association and now seek Members' approval for the same.

A copy of the draft altered Memorandum of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the Members is hereby sought by way of Special Resolution for approval of the alteration to the Object Clause of the Memorandum of Association of the Company. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies

The Board recommends passing of the resolution set out at item No. 8 as a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

## Item Nos. 9

The Members are requested to note that the Board of Directors of the Company on November April 03, 2024, approved change of name of the Company from '**Anshuni Commercials Limited**' to '**Nibe Ordnance and Maritime Limited**' and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company. The proposed name '**Nibe Ordnance and Maritime Limited**' has been duly approved and made available by the Central Registration Centre, Registrar of Companies, vide its approval letter dated April 23, 2024 and the same shall be valid for a period of 60 days from April 23, 2024.

The Board of Directors of the Company in same meeting approved the alteration in main objects of the Memorandum of Association of the Company to enable the Company to diversify its business activities. Consequent to the proposed diversification in its business activities, the Company is required to adopt new brand and change the name for itself to align with the holding Company.

As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company.

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company is available for physical inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

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# ANSHUNI COMMERCIALS LIMITED

The Board recommends passing of the resolution set out at item No. 9 as a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

## **Item No. 10**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company, shall only with the consent of the Members by way of Special Resolution, borrow monies in excess of the aggregate of its paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Taking into consideration the requirements of financial resources for meeting the operational, administrative, working capital and future capital expenditures, your company seek your consent to borrow money upto Rs.200 crores in excess of the aggregate of its paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends passing of the resolution set out at item No. 10 as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.10 in the Notice.

## **Item No. 11**

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall only with the consent of the Members by way of Special Resolution in a General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The hypothecation/mortgage/ creation of charge by the Company of its properties as and when undertaken, may be considered to be the disposal of all or any part of the Company's undertakings, for the borrowings and would attract the provisions of the said Section 180(1)(a) of the Companies Act, 2013. Consent of the Members is being sought to mortgage, create charges and or/hypothecate the Company's properties as and when necessary to secure any Rupee/Foreign currency Loans, Guarantee assistance, and/or any issue of Non - Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, convertible and/or other non-convertible or partly/fully convertible instruments/securities, from time to time, within the overall ceiling prescribed by the Members of the Company, of Rs. 200 crores, prescribed by the Members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

The Board recommends passing of the resolution set out at item No. 11 as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.11 in the notice.

## **Item No. 12**

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

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# ANSHUNI COMMERCIALS LIMITED

The Company intends to acquire the stake in other corporate for its growth/expansion and also render Financial Assistance by way of Investment/ Loan to its subsidiaries and/or extending Corporate Guarantee for the Loans obtained by its subsidiaries.

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs.100 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.12 of this Notice.

The Board recommends passing of the resolution set out at item No. 12 as a Special Resolution None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.12 in the Notice

For Anshuni Commercials Limited

MAHESH  
PANWAR

Digitally signed by MAHESH PANWAR  
DN: cn=BK, o=Personal,  
postalCode=400011, st=Maharashtra,  
serialNumber=011608000921202789F  
70c2646af2077c237116a2d58d  
8078d7f14ac8b66a, cn=MAHESH  
PANWAR  
Date: 2024.05.06 12:36:43 +05'30'

**Mahesh Panwar**  
**Whole-time Director**  
**DIN: 06702073**

Email id: [mahesh@shaktiart.in](mailto:mahesh@shaktiart.in)

**Registered Office:**

Unit No. 609, 6<sup>th</sup> Floor, C-Wing, One BKC,  
Kurla Complex, Bandra East, Mumbai- 400051  
Mumbai - 400003

Place: Mumbai

Dated: May 06, 2024

Annexure -I

Details of Directors seeking appointment and re-appointment in pursuance of the Companies Act, 2013 and the SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings, as applicable.

**Ms. Shilpa Ajay Bhatia - Resolution No. 1**

<b>Name of the Director</b>	<b>Ms. Shilpa Ajay Bhatia</b>
<b>DIN</b>	10377934
<b>Date of Birth</b>	29/08/1975
<b>Age</b>	49
<b>Designation/Category of Director</b>	Non-Executive, Independent Director
<b>Education Qualification</b>	Company Secretary & LLB
<b>Date of Appointment</b>	03.11.2023
<b>Brief Profile, Experience, and Expertise in specific functional areas</b>	Ms. Shilpa Ajay Bhatia is a Company Secretary and Lawyer. Currently she is practicing as an Independent corporate Consultation, advisor and having an illustrious career of more than two decades in Corporate, Business Law, Intellectual Property Rights, FEMA Compliances Secretarial and Legal Functions. Instrumental in performing secretarial functions like conducting Board/Committee/General meetings, compliance with Company Law requirements, Listing & SEBI requirements, and drafting legal documents. She is associated few NGOs for the CSR Activities and also is an External Member in the IC Committees under POSH Act. In the past Ms. Shilpa Ajay Bhatia engaged with: Hindustan Construction Company Limited as Deputy General Manager and Line Manager-Group Company Secretary

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# ANSHUNI COMMERCIALS LIMITED

Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Nature of expertise in specific functional area	Ms. Shilpa Ajay Bhatia is expertise Corporate, Business Law, Intellectual Property Rights, FEMA, Secretarial and Legal Functions.
Disclosure of relationship between director inter se	Nil
Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;	NA
Terms and Conditions of appointment / reappointment	As stated in the resolution
Remuneration Details (Including setting fees & Commission)	She shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
No. of Shares held	Nil

## Mr. Soonil V Bhokare - Resolution No. 2

Name of the Director	<b>Mr. Soonil V Bhokare</b>
DIN	10195191
Date of Birth	06/08/1961
Age	63
Designation/Category of Director	Non-Executive, Independent Director
Education Qualification	BSc, MSc, MPhil, MA
Date of Appointment	12.01.2024
Brief Profile, Experience, and Expertise in specific functional areas	Vice Admiral Soonil Vasant Bhokare is a retired Flag Officer of the Indian Navy. He served as the Inspector General Nuclear Safety. He graduated from Sainik School Satara and the National Defence Academy. He also attended the Defence Services Staff College, Army War College, and holds a master's degree from the Australian Defence College. Throughout his career, he commanded several submarines and warships, including INS Sindhughosh, INS Sindhudhvaj, INS Sindhushastra, INS Beas, and INS Vajrabahu. He held prestigious positions such as Commodore Commanding Submarines (West), Chief Staff Officer (Operations) at Eastern Naval Command, Flag Officer Submarines (FOSM), Flag Officer Commanding Eastern Fleet (FOCEF), and Commandant of the Indian Naval Academy.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	<ul style="list-style-type: none"> <li>• Nibe Munition Limited</li> <li>• Nibe Aeronautics Limited</li> <li>• Nibe Meson Naval Limited</li> <li>• Nibe-Star Technology Private Limited</li> <li>• Nibe Limited</li> </ul>
Nature of expertise in specific functional area	Soonil V Bhokare has expertise submarines and warships, nuclear safety and execution of projects related to defense.

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# ANSHUNI COMMERCIALS LIMITED

Disclosure of relationship between director inter se	Nil
Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;	Nil
Terms and Conditions of appointment/reappointment	As stated in the resolution
Remuneration Details (Including setting fees & Commission)	He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
No. of Shares held	Nil

## Mr. Venkateswara Gowtama Mannava - Resolution No. 3

Name of the Director	<b>Mr. Venkateswara Gowtama Mannava</b>
DIN	07628039
Date of Birth	26/06/1961
Age	63
Designation/Category of Director	Non-Executive, Non-Independent Director
Education Qualification	B. Tech in Electronics and Communication
Date of Appointment	12.01.2024
Brief Profile, Experience, and Expertise in specific functional areas	Mr. M V Gowtama is the Chairman and Managing Director of Bharat Electronics Limited since November 8, 2016. He joined BEL as a Probationary Engineer in January 1983 and has since made significant contributions in various divisions, leading the development of Cyclone Warning Radar and ESM systems for Indian Navy. With a strong background in Electronics and Communications, he has held several key positions within the company, including GM (Technology Planning) and Executive Director (Missile Systems).
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	<ul style="list-style-type: none"> <li>• Nibe Defence and Aerospace Limited</li> <li>• S3V Vascular Technologies Limited</li> <li>• Coreel Technologies (INDIA) Private Limited</li> <li>• Crystal Matrix Limited</li> <li>• Nibe Limited</li> </ul>
Nature of expertise in specific functional area	Mr. M V Gowtama's expertise lies in the development and management of advanced radar systems, Electronic Support Measures (ESM), and Defence electronics technologies.
Disclosure of relationship between director inter se	Nil
Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;	Nibe Limited 1) Member in Audit Committee 2) Member in Nomination & Remuneration Committee 3) Chairperson in Stakeholders Relationship Committee
Terms and Conditions of appointment/reappointment	As stated in the resolution

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<b>Remuneration Details (Including setting fees &amp; Commission)</b>	He shall be paid remuneration in the capacity of Non-Executive, Non-Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings.
<b>No. of Shares held</b>	Nil

## Mr. Bhagwan Krishna Gadade - Resolution No. 4

<b>Name of the Director</b>	<b>Mr. Bhagwan Krishna Gadade</b>
<b>DIN</b>	08686236
<b>Date of Birth</b>	01/06/1958
<b>Age</b>	66
<b>Designation/Category of Director</b>	Non-Executive, Independent Director
<b>Education Qualification</b>	Associate Member of the Institute of Cost Accountants, M.com and LLB
<b>Date of Appointment</b>	03.04.2024
<b>Brief Profile, Experience, and Expertise in specific functional areas</b>	Mr. Bhagwan Krishna Gadade (DIN: 08686236) is an Associate Member of the Institute of Cost Accountants of India apart from having the degree of M.Com and LLB. He has experience more than 30 years in accounts, finance, costing and taxation and served the various state owned and other Companies across various industries
<b>Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice</b>	Nibe Limited
<b>Nature of expertise in specific functional area</b>	Mr. Bhagwan Krishna Gadade is expertise in accounts, finance, costing and taxation and served the various state owned and other Companies across various industries
<b>Disclosure of relationship between director inter se</b>	Nil
<b>Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;</b>	Nibe Limited 1) Chairperson in Audit Committee 2) Chairperson in Nomination & Remuneration Committee 3) Member in Stakeholders Relationship Committee
<b>Terms and Conditions of appointment/reappointment</b>	As stated in the resolution
<b>Remuneration Details (Including setting fees &amp; Commission)</b>	He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
<b>No. of Shares held</b>	Nil

## Mr. Ganesh Ramesh Nibe - Resolution No. 5

<b>Name of the Director</b>	<b>Mr. Ganesh Ramesh Nibe</b>
<b>DIN</b>	02932622
<b>Date of Birth</b>	07/02/1981
<b>Age</b>	43
<b>Designation/Category of Director</b>	Non-Executive Director; Non-Intendent Director
<b>Education Qualification</b>	B.com

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# ANSHUNI COMMERCIALS LIMITED

<b>Date of Appointment</b>	12.01.2024
<b>Brief Profile, Experience, and Expertise in specific functional areas</b>	Mr. Ganesh Ramesh Nibe has adequate experience of working on Board of Directors of various Companies and he possess experience in the fields of production, marketing and administration
<b>Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice</b>	<ul style="list-style-type: none"> <li>• Nibe Ordnance Global Limited</li> <li>• Nibe Munition Limited</li> <li>• Nibe Aeronautics Limited</li> <li>• Anshuni Commercials Limited</li> <li>• Nibe-Star Technology Private Limited</li> <li>• Nibe Limited</li> <li>• Shrinivas Airlines Private Limited</li> <li>• Grn Infrastructure Private Limited</li> <li>• Nibe E-Motor Limited</li> <li>• Nibe Defence And Aerospace Limited</li> <li>• Ganesh Nibe Productions Private Limited</li> </ul>
<b>Nature of expertise in specific functional area</b>	Mr. Ganesh Ramesh Nibe expertise in production, marketing and administration
<b>Disclosure of relationship between director inter se</b>	Nil
<b>Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;</b>	Nil
<b>Terms and Conditions of appointment/ reappointment</b>	As stated in the resolution
<b>Remuneration Details (Including setting fees &amp; Commission)</b>	He shall be paid remuneration in the capacity of Non-Executive, Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings
<b>No. of Shares held</b>	8,39,750 (69.98%)

## Mr. Mahesh Panwar – Resolution Nos. 6 & 7

<b>Name of the Director</b>	<b>Mr. Mahesh Panwar</b>
<b>DIN</b>	06702073
<b>Date of Birth</b>	03/08/1972
<b>Age</b>	52
<b>Designation/Category of Director</b>	Executive Director, Whole-time Director
<b>Education Qualification</b>	Bachelor in Science
<b>Date of Appointment</b>	03.04.2024
<b>Brief Profile, Experience, and Expertise in specific functional areas</b>	Mr. Mahesh Panwar have done his Bachelor of Science 1997 from Jai Narayan Vyas University Jodhpur (Raj) He is having 20 years of experience in Strategic Planning, Defense Industry Knowledge, Government Relations, Financial Management, Business Development, Leadership and Governance, International Experience.
<b>Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice</b>	<ul style="list-style-type: none"> <li>• Nibe Ordnance Global Limited</li> <li>• Nibe Aeronautics Limited</li> <li>• Shakti Furniture Private Limited</li> <li>• Shakti Mechtech Private Limited</li> <li>• JSR Dynamics Private Limited</li> <li>• Shakti Hospitality Private Limited</li> </ul>

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<b>Nature of expertise in specific functional area</b>	Mr. Mahesh Panwar has expertise in Strategic Planning, Financial Management, Business Development, Leadership and International Business
<b>Disclosure of relationship between director inter se</b>	Nil
<b>Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board;</b>	Nil
<b>Terms and Conditions of appointment/ reappointment</b>	As stated in the resolution
<b>Remuneration Details (Including setting fees &amp; Commission)</b>	He shall be paid remuneration in the capacity of Non-Executive, Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Meetings.
<b>No. of Shares held</b>	Nil

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