



## GLOBAL OFFSHORE SERVICES LTD

CIN: L61100MH1976PLC019229

**Regd. Office:** 03<sup>rd</sup> Floor, Prospect Chambers, D.N.Road, Fort, Mumbai - 400 001

**Phone:** 022 35481800 **Email:** investorredressal@globaloffshore.in

**Website:** www.globaloffshore.in

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### POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the members of the Company by means of Postal Ballot and remote electronic voting (e-voting).

The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the Resolutions setting out the material facts concerning the said items and the reasons thereof forming part of this Postal Ballot Notice is annexed hereto for your consideration.

The Board of Directors of the Company (the Board), upon recommendation from the Nomination & Remuneration Committee at its meetings held on 5<sup>th</sup> February, 2024 and 29<sup>th</sup> March, 2024, has considered and approved appointment of Mr. Jisupriya Guhathakurta (DIN:10306595) and Ms. Smita Gaur (DIN:10564597) as Non-Executive and Independent Directors respectively.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the Company is offering a facility of e-voting to members to enable them to remotely cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Taher Sapatwala and Associate Practicing Company Secretary (Membership No. FCS 8029 & C.P No.16149), as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner and has consented vide their letter dated 28<sup>th</sup> March, 2024, their willingness to be appointed for the said purpose. Members have the option to vote through remove e-voting.

The remote e-voting period commences from 4<sup>th</sup> April, 2024 (Thursday) at 9.00 a.m. (IST) and ends on 3<sup>rd</sup> May, 2024 (Friday), at 5.00 p.m. (IST).

Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Company. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchange in accordance with the provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results of the Postal Ballot will be announced by the Chairman or any other authorized person by the Chairman on or before 6<sup>th</sup> May, 2024 (Monday) at the Registered Office of the Company latest by 5:00 p.m. (IST). The said results would be intimated to BSE Limited, where the shares of the Company are listed/traded. Additionally, the results will also be uploaded on the Company's website, www.globaloffshore.in and on the website of CDSL www.evotingindia.com.

In the event the resolution is passed by requisite majority, the date of passing of the resolutions shall be deemed to be 3<sup>rd</sup> May, 2024 (Friday), i.e. the last date specified by the Company for receipt of duly completed Postal Ballot remote e-voting.

**RESOLUTION NO.1:**

**Appointment of Mr. Jisupriya Guhathakurta (DIN:10306595), as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Jisupriya Guhathakurta (DIN:10306595), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 5<sup>th</sup> February, 2024 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five consecutive years till 4<sup>th</sup> February, 2029, and that he shall not be liable to retire by rotation.

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

**RESOLUTION NO.2:**

**Appointment of Ms.Smita D.Gaur (DIN:10564597), as a Non-Executive Independent Director of the Company .**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms.Smita D.Gaur (DIN:10564597), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 29<sup>th</sup> March, 2024 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five consecutive years till 28<sup>th</sup> March, 2029, and that she shall not be liable to retire by rotation.

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

**By Order of the Board of Directors**

**A.C.Chandarana  
Company Secretary &  
President – Legal & Admin.**

**Registered Office:**

3rd Floor, Prospect Chambers,  
D.N.Road, Fort, Mumbai-400001  
CIN: L61100MH1976PLC019229

**Date:** 29<sup>th</sup> March, 2024.

**Place:** Mumbai.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Thursday, 4th April, 2024 and ends on Friday, 3rd May, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 29th March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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-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 website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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. 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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; investorredressal@globaloffshore.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. 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**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 at toll free no. 1800 22 55 33



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

### **Item No. 1: Appointment of Mr. Jisupriya Guhathakurta (DIN:10306595), as a Non-Executive Independent Director of the Company.**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 5<sup>th</sup> February, 2024, appointed Mr. Jisupriya Guhathakurta (DIN:10306595), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 5<sup>th</sup> February, 2024 to 4<sup>th</sup> February, 2029, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution:

The Company has received:

- (i) Consent in writing from Mr. Jisupriya Guhathakurta to act as Director in Form DIR 2;
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Jisupriya Guhathakurta to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority; &
- (v) Confirmation that he is registered in the Independent Director's databank.

In the opinion of the Nomination and Remuneration Committee (NRC) and subsequently, the Board, Mr. Guhathakurta fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Mr. Guhathakurta holds the following degrees:

- i] Master of Business Management (MBM) : Specialisation in Marketing from University of Calcutta, Kolkata in 1983.
- ii] Bachelor of Science (Honours) in Physics from University of Calcutta, Kolkata in 1979 ;
- iii] Bachelor of Law (LL B) : Specialisation in Labour Law & Taxation from University of Calcutta, Kolkata in 1986 ; and

Mr. Guhathakurta has been associated with the Garware "group" and family for over 35 years (from 1984 to 2020). For the past 3 years, however, he has been working independently and has had no association with Global Offshore in any form.

During his career, he has attained vast experience and knowledge in the field of Marketing and Business Management. He also has experience in forecasting, and has managed the launch of new product(s) and content releases, from planning to implementation and post campaign reviews. He has collaborated with sales, service, finance and logistics departments to influence critical business growth outcomes. In his career, he has driven sales and maintained cost controls.

In addition to the above, he has also supported Senior leadership by identifying opportunities for new marketing campaigns. He has collaborated with sales service, finance and logistics departments to influence critical business growth outcomes and he has identified, developed and evaluated marketing strategies, objectives and market trends.

The NRC and the Board are of the view that Mr. Guhathakurta's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non-Executive Independent Director.

Mr. Guhathakurta has confirmed that:

- he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; &
- he meets the criteria of Independence in terms of the Companies Act 2013 and SEBI LODR Regulations.

The Special Resolution seeks the approval of members for the appointment of Mr. Guhathakurta as a Non -Executive Independent Director of the Company from 5<sup>th</sup> February, 2024 to 4<sup>th</sup> February, 2029, (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members at the Company's registered office on any working days of the Company between 2 .00 p.m. to 4.00 p.m. from the date of despatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mr. Guhathakurta and other relevant information as required under SEBI LODR Regulations and SS-2 of ICSI is provided as Annexure-'A'. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Guhathakurta as a Non-Executive Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr.Guhathakurta to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in Item No. 1 in this notice for the approval of Members.

**Item No. 2: Appointment of Ms.Smita D. Gaur (DIN:10564597), as a Non-Executive Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 29<sup>th</sup> March, 2024, appointed Ms. Smita D. Gaur (DIN:10564597), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 29<sup>th</sup> March, 2024 to 28<sup>th</sup> March, 2029, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Ms.Smita D Gaur to act as Director in Form DIR 2;
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Ms.Smita D. Gaur to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations;
- (iv) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority; &
- (v) Confirmation that she is registered in the Independent Director's databank.

In the opinion of the Nomination and Remuneration Committee (NRC) and subsequently, the Board, Ms. Gaur fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Ms.Gaur holds the following degrees:

- i] Master Degree in Personnel Management from Symbiosis Institute of Business Management Pune in 1995; and
- ii] Bachelor of Arts in Economics from Bombay University.

Ms. Gaur has more than 25 years of work experience in the Corporate Sector. She started her career in Human Resources (HR) with Siemens India and later worked with IL&FS, Enron India, Enron UK.

Post acquiring her experience in various corporates, she then started consulting with family-run businesses and later took on assignments with start-ups and multinationals. She started her consulting firm "People Synergy" in 2003. Ms. Gaur worked as Head of HR for several companies on a part time retainership from 2003 to 2022 and has been part of several POSH committees as the Presiding Officer.

Her interests are in organization change assignments, HR practices and policies, employee communication and leadership skills training and coaching.

Some of her Clients include L&T, Indian Hotels, Raymond Retail, AXA Insurance (Leadership Training), Deutsche Bank (Personal Effectiveness Training), Emerson India Co India, General Mills (Organization Change), Royal Bank of Scotland (Verifier Interview Skill), Sula Vineyards Limited, Trilegal, Unilever India and Bangladesh (Leadership Training) and of course Global Offshore Services Ltd.



However, she has had no relationship with the Company whatsoever for over 3 years now.

The NRC and the Board are of the view that Ms.Gaur's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as a Non-Executive Independent Director.

Ms. Gaur has confirmed that:

- she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; &
- she meets the criteria of Independence in terms of Companies Act and Listing Regulations.

The Special Resolution seeks the approval of members for the appointment of Ms.Gaur as a Non -Executive Independent Director of the Company from 29<sup>th</sup> March, 2024 to 28<sup>th</sup> March, 2029, (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members at the Company's registered office on any working days of the Company between 2 .00 p.m. to 4.00 p.m. from the date of despatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Ms.Gaur and other relevant information as required under SEBI LODR Regulations and SS-2 of ICSI is provided as Annexure-'A'. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms.Gaur as a Non-Executive Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Ms.Gaur to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in Item No. 2 in this notice for the approval of Members.

**By Order of the Board of Directors**

**A.C.Chandarana  
Company Secretary &  
President – Legal & Admin.**

**Registered Office:**

3rd Floor, Prospect Chambers,  
D.N.Road, Fort, Mumbai-400001  
CIN: L61100MH1976PLC019229

**Date :** 29<sup>th</sup> March, 2024.

**Place:** Mumbai.

## Annexure - 'A'

The details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is as below:

Sr. No.	Particulars	Details	Details
1	Name	Mr.Jisupriya Guhathakurta	Ms.Smita D. Gaur
2	DIN	10306595	10564597
3	Date of Birth	16 July 1956	29 March 1972
4	Age	67	52
5	Nationality	Indian	Indian
6	Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	5 <sup>th</sup> February, 2024 It is proposed to appoint Mr. Guhathakurta as Director for first time on the Board and hence, these details are not applicable.	29 <sup>th</sup> March, 2024 It is proposed to appoint Ms.Gaur as Director for first time on the Board and hence, these details are not applicable
7	Relationship with Director/ Manager/ KMP	There is no relationship with other Directors on the Board, Managers and KMPs of the Company.	There is no relationship with other Directors on the Board, Managers and KMPs of the Company.
8	Brief Profile	He has a vast experience in the field of marketing and Business Management'	She has more than 25 years of work experience in the Corporate Sector
9	Qualification	<ul style="list-style-type: none"> <li>- Master in Business Management (MBM) : Specialisation in Marketing from University of Calcutta, Kolkata in 1983.</li> <li>- Bachelor of Science (Honours) in Physics from University of Calcutta, Kolkata in 1979 ;</li> <li>- Bachelor of Law (LL B) : Specialisation in Labour Law &amp; Taxation from University of Calcutta, Kolkata in 1986 ;</li> </ul>	<ul style="list-style-type: none"> <li>- Masters Degree in Personnel Management from Symbiosis Institute of Business Management; and</li> <li>- Bachelor of Arts in Economics from Bombay University.</li> </ul>
10	Experience/ expertise in specific functional area	Marketing and sales	Human Resources
11	Terms and Conditions of appointment or re-appointment	To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till 4 <sup>th</sup> February, 2029.	To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till 28 <sup>th</sup> March, 2029.
12	Board Membership of Other Companies as on Date	Nil	Nil
13	Chairman/ Member of the Committee of the other Boards	Nil	Nil
14	Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil
15	Listed entities from which the person has resigned in the past three years	Nil	Nil
16	Details of Remuneration sought to be paid	He shall be paid Sitting fees only for attending Board / Committee meetings.	She shall be paid Sitting fees only for attending Board / Committee meetings.
17	Other information	As per Notice & Explanatory Statement.	As per Notice & Explanatory Statement.