

NOTICE

Notice is hereby given that the 14th Annual General Meeting of **Novateur Electrical & Digital Systems Private Limited** will be held at Registered office of the Company at 61/62, 6th Floor, Kalpataru Square, Kondivita Road, Off Andheri Kurla Road, Andheri (E) Mumbai -400059 (Route Map Enclosed) on Monday, the 23rd of September 2024 at 03:30 p.m., at shorter notice, to transact the following businesses.

ORDINARY BUSINESS

- 1. To receive, consider and adopt Standalone and Consolidated financial statements of the Company for the year ended 31st March 2024 together with reports of the Directors' and Auditors' thereon.**
- 2. To declare dividend for the financial year ended 31st March 2024.**

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

“RESOLVED THAT a dividend at the rate of INR 2.0925/- (gross) per equity share, amounting to INR 3,000 mn approx. [i.e. INR 1.8451/- (net of Taxes) per equity share, amounting to INR 2,645.38/- mn. approx.] for the year ended 31st March 2024 be paid to shareholders in proportion to the paid-up value of the equity shares.”

SPECIAL BUSINESS

- 3. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

Appointment of Mr. Amit Kumar Singh as a Director of the Company

“RESOLVED THAT pursuant to the provisions of Section 160, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Amit Kumar Singh be and is hereby appointed as a Director of the Company.”

"RESOLVED FURTHER THAT Director(s) and Ms. Ranjeet Kaur, Company Secretary, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as director of the Company."

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

Approval of Remuneration of Cost Auditor

"RESOLVED THAT pursuant to Sections 141, 148 and other applicable provisions, if any of the Companies Act, 2013, and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force), the Company hereby approves and ratifies the remuneration of up to Rs. 1,40,000/- (Rupees One Lakh Forty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. H Tara & Co., Cost Accountants, appointed as cost auditor of the Company for the financial year 2024-25."

**By order of the Board of Directors
For Novateur Electrical & Digital Systems Private Limited**

Place: Mumbai

Date: 23.09.2024

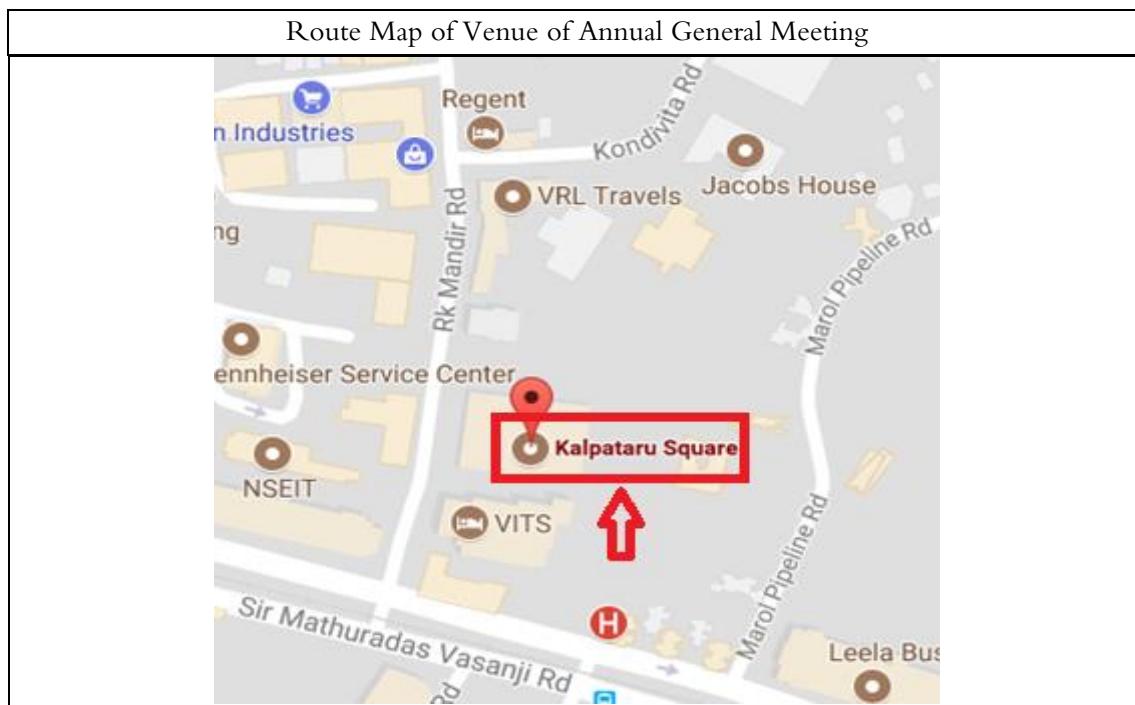
**Ranjeet Kaur
Company Secretary**

Novateur Electrical & Digital Systems Pvt. Ltd.

Regd office: 61/62 6th Floor, Kalpataru Square, Kondivita Road, Off Andheri Kurla Road, Andheri(E) Mumbai - 400059, India, Ph No. 022-30416200, Fax No.022-30416201
CIN NO. U31909MH2010PTC206487

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 & 4 of the accompanying notice is annexed hereto.
4. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.



Novateur Electrical & Digital Systems Pvt. Ltd.

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ANNEXURE TO NOTICE

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No. 3

Confirmation of Mr. Amit Kumar Singh as Director of the Company

The Board of Directors of the Company at their meeting held on 21st December 2023 had appointed Mr. Amit Kumar Singh, as additional director of the Company with effect from 01 January 2024, whose term of office is due to expire at the ensuing AGM as per provisions of Section 161 of the Companies Act, 2013.

Mr. Amit Kumar Singh is a Chartered Accountant (CA) registered with the Institute of Chartered Accountants of India (ICAI) and has over 20 years of experience in various finance roles across industries, including international experience of about a decade, in leading strategic and operational initiatives, working closely with Leadership teams as well Company Boards. He joined the Company on 21 November 2023 as Chief Financial Officer, after having been a Chief Financial Officer of Knauf Gymsum (earlier USG Boral), and has previously worked with Consulting firms eg PWC and Deloitte & Touche and Companies like Logica and Afton Chemical.

Based on his rich experience, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 3 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors except Mr. Amit Kumar Singh, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are concerned or interested in the said resolution.

Item No. 4

Approval of Remuneration of Cost Auditor

The Board of Directors of the Company at their meeting held on 23rd September 2024 has appointed M/s. H Tara & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2024-25 at such fee and out of pocket expenses as may be mutually decided subject to the ratification of the said fees by the shareholders at the ensuing Annual General Meeting of the Company pursuant to Section 148 of the Companies Act, 2013 read with the applicable rules thereof.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

The Board considers remuneration up to Rs. 1,40,000/- (Rupees One Lakh Forty Thousand Only) plus applicable taxes and out of pocket expenses payable to the cost auditor and recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution.

By Order of the Board of Directors
For Novateur Electrical & Digital Systems Pvt. Ltd.

Place: Mumbai

Date: 23.09.2024

Ranjeet Kaur
Company Secretary