

06-09-2024

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: - 531067

Sub: - Submission of Notice for 30th Annual General Meeting.

Dear Sir,

Please find enclosed herewith Notice for 30th Annual General Meeting to be held on 28th September 2024.

Please acknowledge the same and oblige.

Thanking You,

Yours Faithfully

For, Contil India Limited

**Company Secretary
Priya Agrawal**

NOTICE

Notice is hereby given that the 30th Annual General Meeting of members of the Company will be held on Saturday, the 28th September 2024 at the Registered Office of the Company at 811, Siddharth Complex, R.C Dutt Road, Alkapuri - Vadodara - 390007, at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2024, the statement of Profit and Loss for the financial year ended on that date, notes forming part of accounts, the cash flow statement together with the report of Board of Directors and the Reports of the Auditors thereon.
2. To Appoint a Director in place of Mrs. Niranjana Contractor. (DIN No.- 00353207) who retires by rotation in terms of Sec 152(6) of the Companies Act 2013 and being eligible offers herself as a Director
3. To Appoint of M/s P. Indrajit & Associates, Chartered Accountants as Statutory Auditors of the Company.

To consider and if thought fit to pass with or without modification (s) the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee, M/S P. Indrajit & Associates (Registration No 117488W), Chartered Accountants, Vadodara, be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee.”

“**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of the necessary e forms with the Registrar of companies.”

SPECIAL BUSINESS:

4. **SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 5 (FIVE) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and all other applicable provisions, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and are hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs.10/- (Rupees Ten only) each fully paid-up, be sub-divided into 5 equity shares having face value of Rs. 2/- (Rupee Two only) each, fully paid-up, ranking pari-pasu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“**Record Date**”).

“RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the share capital, authorized, paid-up and subscribed of equity shares of face value of Rs.10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

Particulars	Pre-Split/Sub-division			Post-Split/Sub-division		
	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)
Authorized	32,00,000	10/-	3,20,00,000	1,60,00,000	2/-	3,20,00,000
Paid-up	30,94,400	10/-	3,09,44,000	1,54,72,000	2/-	3,09,44,000
Subscribed	30,94,400	10/-	3,09,44,000	1,54,72,000	2/-	3,09,44,000

“RESOLVED FURTHER THAT upon Sub-division of the Equity Shares as aforesaid, the existing Share Certificates of the Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), do directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Rs.2/- (Rupees Two Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates / Letters of Confirmation, within the prescribed timelines as per the act or that may be prescribed in this behalf, from time to time and shall comply with the prevailing laws/ guidelines in this regard, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders maintained with their respective the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.”

“RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT, the Board and Key Managerial Personal(s) be and are hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

5. TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and are hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following:

V. "The Authorised Share Capital of the Company is Rs.3,20,00,000 (Rupees Three Crores Twenty Lakhs only) divided into 1,60,00,000 (Rupees One Crore Sixty Lakhs only) Equity Shares of Rs.2/- (Rupees Two only) each."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

6. TO APPOINT MR. HARSHEN GAUTAMBHAI MAZMUDAR (DIN:10766768), AS INDEPENDENT DIRECTOR.

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

“RESOLVED THAT pursuant to Section 149, 150, 152, 161(1) and any other provisions applicable, if any read with Schedule IV to the Companies Act, 2013 (‘the Act’) [including statutory modification(s) or re- enactment(s) thereof, for the time being in force] approval, be and is, hereby accorded to the appointment of **Mr. Harshen Gautambhai Mazmudar (DIN: 10766768)** as an Independent Director with effect from 03.09.2024 who was appointed by the Board of Directors as an Additional Director to hold office up to next Annual General Meeting as well as Independent Director for a term of Five consecutive years with effect from 03.09.2024 on recommendation of Nomination & Remuneration Committee not liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose his candidature for the office of Director.

Date: 03/09/2024

Registered office:

811, Siddharth Complex, RC Dutt Road,
Alkapuri, Vadodara - 390007

For and on Behalf of The Board of Directors
For Contil India Limited

Sd/-
K. H. CONTRACTOR
Chairman & Managing Director
(DIN: 00300342)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Notice has been uploaded on the website of the Company at www.contilgroup.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL i.e. www.evotingindia.com.
3. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is also annexed hereto.
4. All the documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection in electronic mode from date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company on office@contilgroup.com.in for inspection of the said documents. Members desirous of obtaining any relevant information with regard to the accounts of the Company to be placed at the Meeting are requested to write to the Company on office@contilgroup.com. The same will be replied by the Company suitably.
5. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at CDSL e-voting system at www.evotingindia.com.
6. 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 MCS Share Transfer Agent Limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.
7. The Register of Members and Share transfer books of the Company will remain closed **from, Sunday, 22nd September 2024 To Saturday, 28th Saturday 2024. (Both days inclusive).**
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for Financial Year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report for Financial Year 2023-24 will also be available on the Company's website www.contilgroup.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of MCS Share Transfer Agent Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to MCS Share Transfer Agent Limited
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



11. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account, the following instructions to be followed:

Kindly log in to the website of our RTA, MCS Share Transfer Agent Limited, <http://www.mcsregistrars.com> for Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

In the case of Shares held in demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to office@contilgroup.com.

13. Voting through Electronic means:

Pursuant to the provisions Section 108 and other applicable provisions if any of the Companies Act, 2013, read with the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e- voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the meeting (remote e-voting)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 30th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their e-voting right at the meeting. The member who has already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The company has appointed CS Ashok Shelat, Prop. Ashok Shelat & Associates, Company secretary in Practice as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The company has engaged services of MCS Share Transfer Agent Limited as the agency to provide e-voting facility through CDSL.

Date: 03/09/2024

Registered office:

811, Siddharth Complex, RC Dutt Road, Alkapuri,
Vadodara – 390007

For and on behalf of The Board of Directors
For Contil India Limited

Sd/-
K. H. CONTRACTOR
(DIN: 00300342)
Chairman & Managing Director

THE INSTRUCTIONS OF 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 **Wednesday 25th September 2024 @ 09:00 A.M(IST) and end on Friday, 27th September 2024 @ 5:00 P.M (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 21st September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 CDSL Depository	<ol style="list-style-type: none"> 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 / Easiest are requested to visit CDSL Website www.cdslindia.com and click on Login icon and select New System Myeasi. 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 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 & 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.

	<ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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-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.</p>

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 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.

- (v) 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
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"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Contil India Limited > on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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 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.
 - 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; office@contilgroup.com, 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 office@contilgroup.com / mcsltdbaroda@yahoo.com.
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 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 or **call at toll free no. 1800 22 55 33**

ANNEXURE - I**INFORMATION ABOUT THE APPOINTEE PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2: -**

Name of the Director	Mr. Harshen Gautambhai Mazmudar
Designation	Non-Executive Independent Director
DIN	10766768
Age	53 year
Date of Birth	09-07-1971
Nationality	Indian
Date of first Appointment	03-09-2024
Qualification	B.Sc & LLB
Expertise	Legal advisor
Directorship in the other Board Companies as on 31.03.2024 (Excluding Contil India Ltd)	NA
Chairmanship/Membership of Committee of the Board of the Listed Companies in which he/she is a director as on 31.03.2024	No
Shareholding in the Company as on 31.03.2024	NIL
Relationship with any Director(s) and Key Managerial Personnel (KMP) of the Company	NA
Terms and conditions of Appointment	On the terms and Conditions as set out in the Explanatory Statement.
Details of Remuneration last drawn, if any	Sitting Fee as Per Company Act 2013
No. of Board Meetings attended	NA

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ORDINARY BUSINESSES:****ITEM NO. 3:****Appointment of Statutory Auditors and fixing their remuneration**

M/S. M. SAHU & CO, Chartered Accountants, Vadodara (Registration No: 130001W), were appointed as Statutory Auditors of the Company at the 25th AGM of the Company for a period of 5 (five) consecutive years. Pursuant to the provisions of Section 139(2) of the Act, read with applicable Rules framed thereunder, the term of M/S. M. SAHU & CO, Chartered Accountants, Vadodara (Registration No: 130001W), expires at the conclusion of the this 30th AGM. Accordingly, the Board of Directors based on the recommendations of the Audit Committee proposed the appointment of M/s. M/S P. Indrajit & Associates (Registration No 117488W), Chartered Accountants, Vadodara as Statutory Auditors of the Company in place of M/S. M. SAHU & CO, Chartered Accountants.

M/s. M/S P. Indrajit & Associates, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, shall be in compliance with the provisions of Sections 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:

Proposed Statutory Audit Fees payable to the auditors:

The fee for audit services for financial year 2024-25 will be Rs. 1,00,0000/- plus applicable taxes out-of-pocket and other incidental expenses in connection with the audit. In addition to the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, etc. and other permissible non-audit services as required from time to time, for which they will be remunerated separately on such terms as may be recommended by the Audit Committee and approved by the Board of Directors. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as approved by the Board of Directors of the Company.

Terms of Appointment:

5 (five) consecutive years from the conclusion of 30th AGM till the conclusion of the 35th AGM, to be held in the year 2029.

Material change in fee payable:

There is no material change in proposed fees payable to the auditors.

Basis of recommendation and auditors credentials:

The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013.

M/S P. Indrajit & Associates, Chartered Accountants is a peer reviewed firm by the Institute of Chartered Accountants of India. The firm was established in 2nd Feb 1998 and is having Experience More than 25 year and having Office Vadodara

The diversified service portfolio of the firm includes Audit & Assurance, Taxation, Advisory, Due Diligence, Forensic Audit, etc.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members

SPECIAL BUSINESSES:

ITEM NO. 4 & 5:

The equity shares of the Company are listed and traded on the BSE Limited. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, the Board of Directors of the Company in its meeting held on 2nd August, 2024 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each Equity Share having face value of Rs.10/- (Rupees Ten Only) Each fully paid-up, be sub-divided into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupee Two Only) each, fully paid-up, ranking *pari-pasu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company and statutory authority(ies), if any.,

The Sub-Division/Split of Equity Shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the aggregate amount of authorized, subscribed, issued and paid-up share capital of the Company on account of Sub-Division/Split of the Equity Shares.

Further, such Sub-Division/Split shall not be construed as reduction in share capital of the Company in any manner, in accordance with the applicable provisions of the Companies Act, 2013.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of Special resolutions for sub-division of equity shares and Ordinary Resolution for consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company respectively.

Accordingly, the Capital Clause in the Memorandum of Association of the Company will be revised as follows:

V. "The Authorised Share Capital of the Company is Rs.3,20,00,000 (Rupees Three Crores Twenty Lakhs only) divided into 1,60,00,000 (Rupees One Crore Sixty Lakhs only) Equity Shares of Rs.2/- (Rupees Two only) each."

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 4 & 5 except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as set out at Item No. 4 & 5 by way of Special Resolution & Ordinary Resolutions respectively.

ITEM NO. 6:

Your Directors, in terms of the recommendation of Nomination and Remuneration Committee appointed Mr. Harshen Gautambhai Mazmudar (DIN: 10766768) as an Additional Director to hold office upto ensuing Annual General Meeting as well as Independent Director for the term of Five years w.e.f 03.09.2024 subject to the approval of the Shareholders at the ensuing Annual General Meeting of the company.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as Director in the capacity of an Independent Director of the Company not liable to retire by rotation.

The brief resume of Mr. Harshen Gautambhai Mazmudar (DIN: 10766768) together with other details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards-2 relating to General Meetings is provided in the **Annexure – I** to this notice. In the opinion of the Board, he fulfills the conditions specified in the said Act and is independent of the management. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

The copy of the draft letter for appointment of Mr. Harshen Gautambhai Mazmudar (DIN: 10766768) as a Non-Executive Independent Director would be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Public Holidays upto the date of the meeting. Your Directors, seek and recommend the resolution as set out in item No. 6 of the accompanying notice by Ordinary Resolution.

None of the Directors/Key Managerial Personnel(s) or their relatives, except Mr. Harshen Gautambhai Mazmudar (DIN: 10766768) and his relatives, shall be deemed to be interested or concerned, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Date: 03/09/2024

For and on Behalf of The Board of Directors
For Contil India Limited

Registered office:

811, Siddharth Complex, RC Dutt Road,
Alkapuri, Vadodara - 390007

Sd/
K. H. CONTRACTOR
Chairman & Managing Director
(DIN: 00300342)