

# *J. Taparia Projects Limited*

Date: 01.09.2021

To,  
BSE Limited,  
Department of Corporate Filings,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Sub: Submission of Notice of 41<sup>st</sup> Annual General Meeting for Financial Year 2020-2021 in compliance with SEBI (LODR) Regulations, 2015.

Ref : J. Taparia Projects Ltd. (Scrip Code : 538539)

Dear Sir/Madam,

This has referenc

# J. TAPARIA PROJECTS LTD.

**Registered Office :**

3, Synagogue Street, 3rd Floor, Kolkata- 700001 (W.B.) India

**Telephone :** +91 33 2262 1584

**CIN:** L74210WB1980PLC032979

**E-mail:** [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com)

**Website :** [www.jtapariaprojects.com](http://www.jtapariaprojects.com)

## **"NOTICE TO THE SHAREHOLDERS"**

NOTICE IS HEREBY GIVEN THAT THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF J. TAPARIA PROJECTS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 27TH, 2021 AT 1:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS :**

1. To consider, approve and adopt the Audited Financial Statements (including Consolidated financial statements) of the Company for the financial year ended **March 31, 2021**, the Report of the Board of Directors and Auditors thereon.
2. To appoint Director Mr. Surajit Ghosh (DIN: 07516274) who retire by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS :**

3. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Sonal Derasari DIN: 09280967 be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of shareholders & Central Government, consent of the company be & is hereby accorded to the appointment of Ms. Sonal Derasari DIN: 09280967 as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company for a period of five years commencing 17th August, 2021 to 16th August, 2026 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to "the Board" (which term shall include Nomination & Remuneration Committee of the to alter and vary the terms & Condition of the said appointment and/or remuneration as it may deem fit and may be acceptable to Ms. Sonal Derasari DIN: 09280967, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be & is hereby authorized to do all acts and take all such steps as may be necessary and expedient to give effect to this resolution"

**Registered Office:**  
3, Synagogue Street,  
3rd Floor,

**By Order of the Board of Directors**  
**For J. Taparia Projects Limited**

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**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD /CMD2/CIR/P /2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the 41st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act and the additional information pursuant to Regulation 36(3) of the Listing Regulations, in respect of Director proposed for appointment /re-appointment at the meeting are annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Listing Regulations read with MCA and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 41st AGM. 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 AGM will be provided by CDSL.  
The Board of Directors of the Company has appointed Ms. Pooja Bansal, Practicing Company Secretary, (FCS-50458), as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 41st AGM and hence the attendance slip, proxy forms and route map are not attached with the notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 41st AGM through VC/OAVM Facility and e-Voting during the 41st AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Attendance of the Members participating in the 41st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The AGM notice and Annual Report for the financial year ended March 31, 2021 shall be available on the Company’s website at [www.jtapariaprojects.com](http://www.jtapariaprojects.com) and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com). The 41<sup>st</sup> AGM Notice is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

8. Pursuant to section 91 of the Act, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2021 to September 27, 2021 (both days inclusive) for the purpose of 41st AGM.
9. 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 the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of Annual General Meeting will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com).
10. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent in respect of equity shares held by them in physical mode and to their Depository Participant(s) in respect of shares held in dematerialized form.
11. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination with the RTA. In respect of shares held in Electronic/ Demat form, Members may please contact their Respective Depository Participants(s).
12. 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 their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Niche Technologies Pvt. Ltd. / Company.
13. SEBI vide its Notification No. SEBI/LAD-

- iii. 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.
- iv. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. 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 below for Remote e-voting.
- ii. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- iii. Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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 is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- i. The procedure for e-

## 19. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- i. 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.
- ii. 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).
- iii. 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.
- iv. 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.
- v. 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.
- vi. 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; [jtaparia2008@gmail.com](mailto:jtaparia2008@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.

## 20. INSTRUCTION FOR REMOTE ELECTRONIC VOTING (REMOTE E-VOTING) AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM:

The Instructions for members voting electronically are as under:

- I. The voting period begins on September 24, 2021 at 9:00 a.m. (IST) and ends on September 26, 2021 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being September 20, 2021 will be eligible to vote electronic means or at the AGM. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Those who becomes Members of the Company after dispatch of AGM Notice but on or before September 20, 2021 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or to the Company at [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com). However, those already registered with CDSL for remote e-voting can use their existing user ID and password for Login.
- III. 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 with multiple e-voting service providers (ESPs), for facilitating seamless authentication and also enhancing ease and convenience of participating in e-voting process.
- 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 above said 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 <b>CDSL</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 URL for users to login to Easi / Easiest are <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 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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>
Individual Shareholders holding securities in Demat mode with <b>NSDL</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.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 &amp; voting during the meeting.</li> <li>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></li> <li>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</li> </ol>

	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 & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</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 or joining virtual meeting & voting during the meeting.

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

**Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- V. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- VI. Click on “Shareholders” tab to cast your votes;
- VII. Now, select the Electronic Voting Sequence Number “EVSN” along with J. Taparia Projects Limited from the drop-down menu and click on “SUBMIT”;
- VIII. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IX. Next enter the Image Verification as displayed and Click on Login.



- X. 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 voting of any company, then your existing password is to be used.
- XI. If you are a first-time user follow the steps given below :

<b>For Members holding shares in Demat Form other than Individual and Physical Form</b>	
<b>PAN</b>	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field..</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. <b>OR</b>
	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
<b>Dividend Bank Details</b>	<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 as mentioned in above instruction.</li> </ul>

- XII. After entering these details appropriately, click on “SUBMIT” tab.
- XIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 if 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.
- XIV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XV. Click on the EVSN for the relevant J. Taparia Projects Limited on which you choose to vote.
- XVI. 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.
- XVII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVIII. 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.
- XIX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XX. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- XXI. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
21. In case you have any queries or issues regarding AGM and 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 call 022- 23058738 and 022-23058542/43.
22. 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, 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 on 022- 23058542/ 43.

**Registered Office:**  
**3, Synagogue Street,**  
**3rd Floor,**  
**Kolkata- 700001**  
**CIN : L74210WB1980PLC032979**  
**Date : 1<sup>st</sup> Day of September, 2021**  
**Place : Kolkata**

**By Order of the Board of Directors**  
**For J. Taparia Projects Limited**

sd/-  
**Ashish Jain**  
**Company Secretary**

## **EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

### **Resolution No. 3**

The Board of Director (the 'Board') of the company at its Meeting held on 16.08.2021 has subject to the approval of members, propose to appoint Ms. Sonal Derasari DIN: 09280967, as a Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing her candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Ms. Sonal Derasari DIN: 09280967, as a Director of the company in terms of Sections 152, 160 and all other applicable provision of the companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014.

Further, approval of the members is being sought to the terms, conditions and stipulations as under for the appointment of Ms. Sonal Derasari DIN: 09280967 as the "Whole-time Director and Chief Financial Officer ('CFO')" for a period of Five years commencing from 17th August, 2021 up to 16th August, 2026 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

### **Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified in agreement. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

### **Terms & Conditions:**

Ms. Sonal Derasari DIN: 09280967 shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to Finance and Control. She shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Ms. Sonal Derasari DIN: 09280967 or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. The period of office of shall be liable to determination by retirement of directors by rotation. If Ms. Sonal Derasari DIN: 09280967 is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as "Chief Financial Officer" and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole-time Director designated as "Chief Financial Officer".

Further, if Ms. Sonal Derasari DIN: 09280967 is not re-appointed as a director, immediately on retirement by rotation she shall continue to hold office as "Chief Financial Officer" and such non appointment as director shall not be deemed to constitute break in her appointment as "CFO."

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no.3 of the accompanying Notice for the approval of the Members. The appointment of Ms. Sonal Derasari DIN: 09280967 is appropriate and in the best interest of the Company. The terms and conditions of appointment as referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 with the Stock Exchange. Ms. Sonal Derasari DIN: 09280967 is interested in the resolution set out at item no. 3 of the Notice, which pertain to his appointment and remuneration payable to her.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

# J. TAPARIA PROJECTS LTD.

**Registered Office :**

3, Synagogue Street, 3rd Floor, Kolkata- 700001 (W.B.) India

**Telephone :** +91 33 2262 1584

**CIN:** L74210WB1980PLC032979

**E-mail:** [jtaparia2008@gmail.com](mailto:jtaparia2008@gmail.com)

**Website :** [www.jtapariaprojects.com](http://www.jtapariaprojects.com)

## EXHIBIT TO NOTICE

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting.**

<b>Name of the Director</b>	Mr. Surajit ghosh	Ms. Sonal Derasari
<b>DIN</b>	07516274	09280967
<b>Date of Birth</b>	03.05.1983	11.11.1988
<b>Date of Appointment</b>	August 24, 2016	August 17, 2021
<b>Nature of Expertise</b>	Mr. Surajit Ghosh is a graduate in commerce, having rich and varied experience in the fields of accounts and banking.	Ms. Sonal Derasari is a commerce graduate and having knowledge in legal and compliance field.
<b>Directorships held in other public companies (other than Section 8 companies)</b>	1. Moonlink Towers Ltd. 2. Blockdeal Trexim Ltd. 3. Aerrolink Developrs Ltd. 4. Petel Dealers Ltd. 5. Moontree Projects Ltd. 6. Avit Exim Ltd. 7. Royalpet Distributors Ltd.	-
<b>Memberships / Chairmanships of Committees in other public Companies</b>	-	-
<b>Number of Equity Shares held in the Company</b>	0	0