

MIZZEN VENTURES LIMITED

[Formerly known as Jyothi Infraventures Limited]

CIN: L45203TG1995PLC019867

Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana 500084.

Corporate Office: C-1 Ground Floor Bagwe Bhavan Jayprakash Nagar Road no. 1, Peru Baug, Goregaon (East), Mumbai 400063.

Email Id: jyothiinfraventures2023@gmail.com | compliance@mizzenventures.in | Ph-No: +91 7977673153 | Website: www.jyothiinfra.com

Date: 19th May 2025

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Jyothi Infraventures Limited (Scrip code: 531537)

Dear Sir / Madam,

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015

The Board of Directors at their meeting concluded on 16th May 2025 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolutions as set out in the said Postal Ballot Notice.

With reference to captioned subject, please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on 09th May 2025.

The e-voting period will commence on Thursday, 22nd May 2025 09:00 a.m. (IST) and shall end on Friday, 20th June 2025 05:00 p.m. (IST).

You are requested to kindly take the same on record.

For Mizzen Ventures Limited
[Formerly known as Jyothi Infraventures Limited]

Sandeep Dsilva
Managing Director & CFO
DIN: 09040813



MIZZEN VENTURES LIMITED
[FORMERLY KNOWN AS JYOTHI INFRAVENTURES LIMITED]
CIN: L70200TG1995PLC019867

Registered Office: Flat No 704 D Block Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Kondapur, K.V.Rangareddy, Serilingampally, Telangana, India, 500084.
Corporate Office: C-1 Ground Floor Bagwe Bhavan, Jayprakash Nagar Road no 1 Peru Baug, Goregaon East, Mumbai, Goregaon East, Maharashtra, India, 400063.
Email Id: jyothiinfraventures2023@gmail.com | compliance@mizzenventures.in | Ph-No: +91 7977673153 | Website: www.jyothiinfra.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), to transact the special business as set out hereunder by-passing Special Resolution, by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://www.jyothiinfra.com/investors.html>

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on 20th June 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:**ITEM NUMBER 1:****APPOINTMENT OF MR. SANDEEP DSILVA (DIN: 09040813) AS MANAGING DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Sandeep Dsilva (DIN: 09040813) be and is appointed as Managing Director of the Company for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 (both days inclusive) liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Sandeep Dsilva (DIN: 09040813) be paid remuneration upto Rs. 60,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Sandeep Dsilva within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Mr. Sandeep Dsilva as Managing Director designated as Chairperson of the Company, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

ITEM NUMBER 2:**APPOINTMENT OF MS. KRIPA ANAND RAJPUT (DIN: 11025448) WHOLE TIME DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, Ms. Kripa Anand Rajput (DIN: 11025448), be and is appointed as Whole-Time Director of the Company for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 (both days inclusive) liable to retire by rotation.”

“RESOLVED FURTHER THAT Ms. Kripa Anand Rajput (DIN: 11025448) be paid remuneration upto Rs. 30,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Ms. Kripa Anand Rajput within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Ms. Kripa Anand Rajput as Whole-Time Director designated as Chairperson of the Company, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

ITEM NUMBER 3:**APPOINTMENT OF MR. OM KANTIMOHAN MISHRA (DIN: 11024748) WHOLE TIME DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Om Kantimohan Mishra (DIN: 11024748), be and is appointed as Whole-Time Director of the Company for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 (both days inclusive) liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Om Kantimohan Mishra be paid remuneration upto Rs. 6,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028 and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Om Kantimohan Mishra within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Mr. Om Kantimohan Mishra as Whole-Time Director, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

ITEM NUMBER 4:**APPOINTMENT OF MR. ANILKUMAR MOHANRAJ MARLECHA (DIN: 08193193) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Anilkumar Mohanraj Marlecha (DIN: 08193193), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective from the date of appointment on the Board, and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

“RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution.”

ITEM NUMBER 5:**APPOINTMENT OF MS. RESHMA DAGDU WADKAR (DIN: 09394615) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Ms. Reshma

Dagdu Wadkar (DIN: 09394615) as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective from the date of appointment on the Board, and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

“RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution.”

ITEM NUMBER 6:

APPOINTMENT OF MS. KUMUDINI JITENDRA TIWARI (DIN: 11024743) AS NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Ms. Kumudini Jitendra Tiwari (DIN: 11024743), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective from the date of appointment on the Board, and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

“RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution.”

ITEM NUMBER 7:

TO ALTER/RATIFY THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS REGARDING THE CHANGE OF NAME OF THE COMPANY FROM WHICH WAS ORIGINALLY APPROVED AT THE EXTRAORDINARY GENERAL MEETING HELD ON 11TH SEPTEMBER, 2024.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14, and 15 read with the Companies (Incorporation) Rules, 2014, the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Stock Exchange(s) where the shares of the Company are listed, and such other authorities as may be applicable, and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the consent of the members of the Company be and is hereby accorded to ratify and confirm the earlier resolution passed at the extraordinary general meeting held on 11th September, 2024, approving the change of name of the Company from “Jyothi Infraventures Limited” to “Mizzen Ventures Limited”

“RESOLVED FURTHER THAT pursuant to Sections 13, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), the name “Jyothi Infraventures Limited” wherever appearing in the Memorandum and Articles of Association or elsewhere in the records of the Company be substituted with the new name “Mizzen Ventures Limited”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any matters connected therewith or incidental thereto, the Board of Directors of the Company be and is hereby authorized to take all necessary actions, steps, and decisions to effect the change of name, including making necessary filings with the Registrar of Companies, Hyderabad, and intimations to the stock exchanges, and to settle all questions, difficulties, or doubts that may arise in this regard, without further reference to the shareholders.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any Committee, Director(s), or Officer(s) of the Company to give effect to the above resolution, and to further delegate such powers as may be necessary or appropriate.”

ITEM NUMBER 8:

TO APPOINT M/S NUREN LODAYA & ASSOCIATES, FIRM OF COMPANY SECRETARIES IN PRACTICE AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS, FIX THEIR REMUNERATION.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A ORDINARY RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s Nuren Lodaya & Associates, Firm of Company Secretaries in Practice (Firm Registration Number S2021MH811800) be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

For Mizzen Ventures Limited
[Formerly known as Jyothi Infraventures Limited]
Sd/-
Sandeep Dsilva
Managing Director & CFO
DIN: 09040813
Place: Mumbai
Date: 16th May 2025
Registered Office:
Flat No: 704, "D" Block, Tower A,
Aparna heights, Kondapur Main Road,
Laxmi Nagar, Kondapur,
Hyderabad, Telangana 500084.

NOTES TO THE NOTICE OF POSTAL BALLOT:

1. A statement pursuant to Sections 102 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below and forms part of the Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on **09th May 2025** ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.
3. The Postal Ballot Notice is hosted on Company's website at www.jyothiinfra.com and also on website of the stock exchange i.e. BSE Limited at www.bseindia.com.
4. The Board of Directors of the Company ("the Board") has appointed M/s Nuren Lodaya & Associates, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.
6. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.

7. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
 - i) Deletion of name of the deceased shareholder(s)
 - ii) Transmission of shares to the legal heir(s) and
 - iii) Transposition of shares

Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAR Number by the shareholders to be considered as a valid PAN.

Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. XL Softech Systems Ltd for registration against their respective folio(s):

Identity proof: Copy of PAN Card/ AADHAR Card
 Address proof: Copy of AADHAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.
 Bank details: Copy of the cancelled cheque stating the name of the shareholder as an account holder.
 Contact details: Mobile number, email id
 Nominations: Please provide form SH 13 duly filled and signed.

In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.

8. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and XL Softech Systems Ltd, Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.
9. To support "Green Initiative", the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with XL Softech Systems Ltd, Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration facility to its shareholders through XL Softech Systems Ltd, for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.
10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e - voting i.e. **09th May 2025**. Any person or entity acquires shares of the Company and becomes a shareholder after

sending Postal Ballot Notice and holding shares of the Company as on cut-off date for e - voting i.e. **09th May 2025** can refer to this Notice and other relevant communication including remote e - voting instructions, hosted on Company's website at www.jyothiinfra.com.

11. The e-voting period commences on **22nd May 2025** (9:00 a.m. IST) and ends on **20th June 2025** (5:00 p.m. IST). Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
12. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **20th June 2025** i.e., the last date specified for receipt of votes through the e-voting process.
14. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL.
15. The Scrutinizer will submit his report to the Executive Director after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, within two working days of conclusion of its General Meeting and will also be hosted on website of the Company (www.jyothiinfra.com) besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had 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/ DP. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.

Therefore, to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact XL Softech Systems Ltd for any assistance in this regard.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **22nd May 2025** at 09.00 A.M and ends on **20th June 2025** at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **09th May 2025** 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.

- 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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding	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

<p>securities in Demat mode with CDSL</p>	<p>https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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 or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-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.</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 022- 23058738 and 22-23058542-43.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
--	--

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

- 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 Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.

- 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 <Jyothi Infraventures 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. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xvii. **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@jyothiinfra.com (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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@jyothiinfra.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@jyothiinfra.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

5. 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 or call on 022-23058542/43.

For Mizzen Ventures Limited
[Formerly known as Jyothi Infraventures Limited]
Sd/-
Sandeep Dsilva
Managing Director & CFO
DIN: 09040813
Place: Mumbai
Date: 16th May 2025
Registered Office:
Flat No: 704, "D" Block, Tower A,
Aparna heights, Kondapur Main Road,
Laxmi Nagar, Kondapur,
Hyderabad, Telangana 500084.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**ITEM NUMBER 1:**

The Board of Directors of the Company vide resolution passed on 31st March 2025 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to appoint Mr. Sandeep Dsilva (DIN: 09040813) as Managing Director of the Company subject to further approval of the Shareholders of the Company.

The details of terms of appointment and remuneration payable to Mr. Sandeep Dsilva are given below:

Particulars	Mr. Sandeep Dsilva
Tenure of re- appointment	3 years w.e.f. 31st March 2025 to 30 th March 2028
Remuneration	
Salary Inclusive of all allowances and incentives	Upto Rs. 60,00,000/- per annum per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re- enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	transaction processing support services to Shipping domain			
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 29/03/1995 and its operating activities commenced thereafter.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Rs.	Particulars	31st March 2022	31st March 2023	31st March 2024
	Amount in lakhs			
	PBT	(28,387)	(27,180)	(18,77,100)
	PAT	(28,387)	(27,180)	(18,77,100)
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Mr. Sandeep Reginald DSilva possesses over 25 years of experience in the field of Maritime and shipping. Throughout his career, he has held various key roles such as General Management, Business Development, Product Management, Customer Support, and Project Management. Mr. DSilva has demonstrated his versatility by excelling in both large established organizations and entrepreneurial setups, gaining valuable insight into diverse organizational cultures and management he has successfully established styles. In leadership positions, new businesses and infrastructure, spearheaded significant business expansions, restructured operations, and orchestrated a successful company turnaround. His wealth of experience includes a strong focus on initiating and			

	developing new ventures, particularly within the Maritime sector. He is the Founder & Director of Mizzen Digital Private Limited
(2) Past remuneration	Nil
(3) Recognition or awards	NA
(4) Job profile and his suitability	<p>Mr. Sandeep Reginald DSilva possesses over 25 years of experience in the field of Maritime and shipping. Throughout his career, he has held various key roles such as General Management, Business Development, Product Management, Customer Support, and Project Management.</p> <p>Mr. DSilva has demonstrated his versatility by excelling in both large established organizations and entrepreneurial setups, gaining valuable insight into diverse organizational cultures and management he has successfully established styles. In leadership positions, new businesses and infrastructure, spearheaded significant business expansions, restructured operations, and orchestrated a successful company turnaround. His wealth of experience includes a strong focus on initiating and developing new ventures, particularly within the Maritime sector. He is the Founder & Director of Mizzen Digital Private Limited</p>
(5) Remuneration proposed	Upto Rs. 60,00,000 per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The appointment and remuneration of Mr. DSilva was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.</p> <p>In comparison, the overall remuneration paid to Mr. DSilva is comparable to the remuneration being paid in Dredging industry.</p>
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. DSilva has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 1 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	<p>The Company expects to grow in terms of turnover and profitability. But in future profits may become inadequate due to dredging scenario requiring aggressive marketing strategies.</p> <p>It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.</p> <p>However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act.</p>
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	<p>The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture.</p> <p>The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.</p>

Except Mr. DSilva and his relatives for Item Number 1, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. DSilva in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "Annexure A".

However, in the event of inadequacy of profits, during the tenure of Mr. DSilva, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 1 of the Notice for approval of the Members.

ITEM NUMBER 2:

The Board of Directors of the Company vide resolution passed on 31st March 2025 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to appoint Ms. Kripa Anand Rajput (DIN: 11025448) as Whole-Time Director of the Company subject to further approval of the Shareholders of the Company.

The details of terms of appointment and remuneration payable to Ms. Kripa Anand Rajput are given below:

Particulars	Ms. Kripa Anand Rajput
Tenure of re- appointment Remuneration	3 (Three) Years w.e.f. 31st March 2025 up to 30th March 2028
Salary Inclusive of all allowances and incentives	upto Rs. 30,00,000/- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re- enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	transaction processing support services to Shipping domain			
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 29/03/1995 and its operating activities commenced thereafter.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Rs. '00	Particulars	31st March 2022	31st March 2023	31st March 2024
	Amount in lakhs			
	PBT	(28,387)	(27,180)	(18,77,100)
	PAT	(28,387)	(27,180)	(18,77,100)
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Ms. Kripa Anand Rajput, with over 22 years of extensive experience in the shipping and freight forwarding industry, possesses deep expertise in Principal and Port Accounting, Agency Operations, Compliance, Taxation, and Audits. She has been instrumental in driving digital transformation, optimizing workflows, and enhancing operational efficiency across organizations.			
(2) Past remuneration	Nil			
(3) Recognition or awards	NA			
(4) Job profile and suitability	Ms. Kripa Anand Rajput, with over 22 years of extensive experience in the shipping and freight forwarding industry, possesses deep expertise in Principal and Port Accounting, Agency Operations, Compliance, Taxation, and Audits. She has been instrumental in driving digital transformation, optimizing workflows, and enhancing operational efficiency across organizations.			
(5) Remuneration proposed	upto Rs. 30,00,000/- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine			

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Ms. Kripa Anand Rajput was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Ms. Kripa Anand Rajput is comparable to the remuneration being paid in Dredging industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Ms. Kripa Anand Rajput has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 2 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company expects to grow in terms of turnover and profitability. But in future profits may become inadequate due to dredging scenario requiring aggressive marketing strategies. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act. However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Ms. Kripa Anand Rajput and her relatives for Item Number 2, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Ms. Kripa Anand Rajput in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "Annexure A".

However, in the event of inadequacy of profits, during the tenure of Ms. Kripa Anand Rajput, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 2 of the Notice for approval of the Members.

ITEM NUMBER 3:

The Board of Directors of the Company vide resolution passed on 31st March 2025 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to appoint Mr. Om Kantimohan Mishra (DIN: 11024748) as Whole-Time Director of the Company subject to further approval of the Shareholders of the Company.

The details of terms of appointment and remuneration payable to Mr. Om Kantimohan Mishra are given below:

Particulars	Mr. Om Kantimohan Mishra
Tenure of re- appointment Remuneration	3 (Three) Years w.e.f. 31 st March 2025 up to 30 th March 2028
Salary Inclusive of all allowances and incentives	upto Rs. 6,00,000/- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable

	provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.
--	--

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	transaction processing support services to Shipping domain			
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 29/03/1995 and its operating activities commenced thereafter.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Rs. '00	Particulars	31st March 2022	31st March 2023	31st March 2024
	Amount in lakhs			
	PBT	(28,387)	(27,180)	(18,77,100)
	PAT	(28,387)	(27,180)	(18,77,100)
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	He has perused B. Com. (Honors) from Mumbai University and He has overall experience of 2 years in an accounting firm. Skilled in financial reporting, bookkeeping, and tax preparation.			
(2) Past remuneration	Nil			
(3) Recognition or awards	NA			
(4) Job profile and suitability	He has perused B. Com. (Honors) from Mumbai University and He has overall experience of 2 years in an accounting firm. Skilled in financial reporting, bookkeeping, and tax preparation.			
(5) Remuneration proposed	upto Rs. 6,00,000/- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Ms. Kripa Anand Rajput was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.			
	In comparison, the overall remuneration paid to Mr. Om Kantimohan Mishra is comparable to the remuneration being paid in Dredging industry.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Om Kantimohan Mishra has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 3 of this Notice.			
III. Other information:				
(1) Reasons of loss or inadequate profits	The Company expects to grow in terms of turnover and profitability. But in future profits may become inadequate due to dredging scenario requiring aggressive marketing strategies.			
	It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.			
	However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act.			
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.			
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture.			
	The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.			

Except Mr. Om Kantimohan Mishra and his relatives for Item Number 3, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Om Kantimohan Mishra in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as “Annexure A”.

However, in the event of inadequacy of profits, during the tenure of Ms. Kripa Anand Rajput, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 3 of the Notice for approval of the Members.

ITEM NUMBER'S 4, 5 & 6:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) at its meeting held on 31st March 2025 had appointed Mr. Anilkumar Mohanraj Marlecha (DIN: 08193193), Ms. Reshma Dagdu Wadkar (DIN: 09394615) and Ms. Kumudini Jitendra Tiwari (DIN: 11024743) as Additional Directors (Non-Executive, Independent) of the Company for a first term of three (5) years effective from 31st March 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Anilkumar Mohanraj Marlecha (DIN: 08193193), Ms. Reshma Dagdu Wadkar (DIN: 09394615) and Ms. Kumudini Jitendra Tiwari (DIN: 11024743);

(i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and

(iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Dr. Anup Shah and Mrs. Neera Saggi for the office of Directors of the Company.

The brief profile of Mr. Anilkumar Mohanraj Marlecha (DIN: 08193193), Ms. Reshma Dagdu Wadkar (DIN: 09394615) and Ms. Kumudini Jitendra Tiwari (DIN: 11024743) in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as “Annexure A”.

ITEM NUMBER 7:

The Board of Directors, in their meeting held on 16th August 2024, approved the change in the name of the Company in accordance with the provisions of Sections 4, 13, 14, and 15 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 (collectively, “the Rules”), along with other applicable provisions, if any. This approval was also pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modifications or re-enactments thereof. Subsequently, the change in the Company’s name was approved by the Registrar of Companies (Central Processing Centre) on 17th October 2024, and a Certificate of Incorporation reflecting the new name was issued on the same date. However, the Extraordinary General Meeting (EGM) Notice dated 16th August 2024, which sought shareholder approval for the name change, did not include a certificate from a Statutory Auditor or a practicing Chartered Accountant confirming compliance with the conditions under Regulation 45(1) of the SEBI Listing Regulations. To rectify this oversight, the Board of Directors, in their meeting held on 16th May 2025, approved an alteration/ratification of the resolution regarding the name change as presented in the EGM notice dated 16th August 2024. In compliance with Regulation 45(3) of the SEBI Listing Regulations, a certificate from a Statutory Auditor/practicing Chartered Accountant confirming adherence to the requirements of Regulation 45(1) is enclosed with this Postal Ballot Notice as **Annexure B**.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out in Item Number 7 of the accompanying notice for approval by the Members as a Special Resolution.

ITEM NUMBER 8:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 (“Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 16th May 2025 have approved and recommended the appointment of M/s Nuren Lodaya & Associates, Firm of Company Secretaries in Practice (Firm Registration Number S2021MH811800) as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the AGM of the Company to be held in the Year 2030 on following terms and conditions:

a. Term of appointment: Upto 5(Five) consecutive years from the conclusion of this AGM till the conclusion of the AGM of the Company to be held in the Year 2030.

b. Proposed Fees: Any amount as decided by the Board and not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per Annum plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2025 and for subsequent year(s) of their term, such fee as determined by the Board. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

d. Credentials: M/s Nuren Lodaya & Associates, Firm of Company Secretaries in Practice (Firm Registration Number S2021MH811800) ('Secretarial Audit Firm'), The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 5 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate. /s Nuren Lodaya & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors of the Company recommends the resolution set out at Item Number 8 for approval of the Members as an Ordinary Resolution.

For Mizzen Ventures Limited
[Formerly known as Jyothi Infraventures Limited]
Sd/-
Sandeep Dsilva
Managing Director & CFO
DIN: 09040813
Place: Mumbai
Date: 16th May 2025
Registered Office:
Flat No: 704, "D" Block, Tower A,
Aparna heights, Kondapur Main Road,
Laxmi Nagar, Kondapur,
Hyderabad, Telangana 500084.

Annexure A

Name	Mr. Sandeep Dsilva	Ms. Kripa Anand Rajput	Om Kantimohan Mishra	Mr. Anilkumar Mohanraj Marlecha	Ms. Reshma Dagdu Wadkar	Ms. Kumudini Jitendra Tiwari
DIN	09040813	11025448	11024748	08193193	09394615	11024743
Designation	Managing Director	Whole-Time Director	Whole-Time Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Age	47 years	43 years	22 years	40 years	44 years	37 years
Qualification	Mr. Sandeep Reginald DSilva possesses over 25 years of experience in the field of Maritime and shipping. Throughout his career, he has held various key roles such as General Management, Business Development, Product Management, Customer Support, and Project Management.	Ms. Kripa Anand Rajput, with over 22 years of extensive experience in the shipping and freight forwarding industry, possesses deep expertise in Principal and Port Accounting, Agency Operations, Compliance, Taxation, and Audits. She has been instrumental in driving digital transformation, optimizing workflows, and enhancing operational efficiency across organizations.	He has perused B. Com. (Honors) from Mumbai University and He has overall experience of 2 years in an accounting firm. Skilled in financial reporting, bookkeeping, and tax preparation.	Mr. Anil Kumar M. Marlecha is a practising advocate, holding a certificate of practice from the Bar Council of India and has more than 8 years of standing in the legal professions. He holds a Bachelors' degree in Commerce and Law from University of Mumbai.	Ms. Reshma D Wadkar has more than 20 years of experience in finance & accounting, taxation Banking etc. She is a Bachelor of Commerce from University of Mumbai.	Ms. Kumudini Jitendra Tiwari has completed a Bachelor of Education and a Master of Arts in Political Science from Nehru Gram Bharti Jaunpur University, Prayagraj, Uttar Pradesh. She has four years of experience in managing the independent buying and selling of shares in the stock market. She has successfully implemented hedging and trading strategies while forecasting market trends to optimize selling patterns and minimize financial risks. Additionally, she has analyzed market trends to identify profitable trades for both commercial and private clients. Her expertise includes accurately interpreting data from securities reports, financial periodicals, and stock quotation viewer screens.
Experience/ Expertise in specific General Functional area	Mr. DSilva has demonstrated his versatility by excelling in both large established organizations and entrepreneurial setups, gaining valuable insight into diverse organizational cultures and management he has successfully established styles. In leadership positions, new businesses and infrastructure, spearheaded significant business expansions, restructured operations, and orchestrated a successful company turnaround. His wealth of experience includes a strong focus on initiating and developing new ventures, particularly within the Maritime sector. He is the Founder & Director of Mizzen Digital Private Limited					
Terms and conditions of appointment / re-appointment	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Details of Remuneration Sought to be paid	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Last Remuneration Drawn	Nil	Nil	Nil	Nil	Nil	Nil

Date of First Appointment on the Board	31/03/2025	31/03/2025	31/03/2025	31/03/2025	31/03/2025	31/03/2025
Shareholding in the Company	66,57,119 Equity Shares	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors/Managers and Key Managerial Personnel	None	None	None	None	None	None
No. of Board meetings attended during financial year 2024-2025.	NA	NA	NA	NA	NA	NA
Other Directorship	Intellicube Diagnostic Private Limited Indexone Biotechnologies Private Limited Scanera Digital Private Limited Mizzen Digital Private Limited	None	None	Shringar House Of Mangalsutra Limited Heranba Industries Limited	HERANBA INDUSTRIES LIMITED	None
Chairman/ Member of the Committee of the Board of Directors of the other Company	None	None	None	Yes	Yes	Yes

Annexure B



PUNDARIKASHYAM AND ASSOCIATES

CHARTERED ACCOUNTANTS

1-8-435/436, 2nd Floor, Durga Towers, Beside Rasoolpura Metro Station, Begumpet,
Hyderabad, Telangana - 500016. Cell : 9440464339, Ph : 040-35175033

E-mail : info@pkas.in / infoong@pkas.in

GSTIN : 36AAJFP6218J1ZY

-
- Branches : 1. Door No. 76-14-243/1A, Vasavi Kalyana Mandapam Road, Sivalayam Centre, Bhavani Puram, Vijayawada - 12.
2. 7-310, Shop No. 204, Padma Towers, South Bypass Road, Ongole, 523001.
3. Flat No. 202, 2nd Floor, Vijaya Ganapathi Nilayam, Ayyappa Nagar, Murali Nagar, Near Masjid Junction, Visakhapatnam, Andhra Pradesh - 530007.
-

To,
Mizzen Ventures Limited
[Formerly known as Jyothi Infracventures Limited]

Registered Address:
Flat No 704 D Block Tower A,
Aparna heights, Kondapur Main Road, Laxmi Nagar,
Kondapur, Kondapur, K.V.Rangareddy,
Serilingampally, Telangana, India, 500084.

Corporate Office Address:
C-1 Ground Floor Bagwe Bhavan,
Jayprakash Nagar Road no 1 Peru Baug,
Goregaon East, Mumbai, Goregaon East,
Maharashtra, India, 400063

Subject: Certificate under Regulation 45 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the application for approval regarding change of name of the Company from "Jyothi Infracventures Limited" to "Mizzen Ventures Limited" we have examined the relevant records of the Company and information provided by the management of the Company in relation to the issue of this certificate.

Based on our examination of the records and according to the information and explanation given to us and pursuant to the requirement of Regulation 45 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 we do hereby confirm that.

Regulation 45 (1) (a) a time period of at least one year has elapsed from the last name change;

The Company has not changed its name in the last one year.

Regulation 45 (1) (b) at least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

Not Applicable

OR

Regulation 45 (1) (c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity;

The company has invested the amount in the new activities which is more than 50% of the assets of Company.

For M/s. Pundarikashyam and Associates
Chartered Accountants
Firm Registration No. 0113305

B. Surya Prakasa Rao
Partner

Membership No. 205125

Place: HYDERABAD

Date: 25.04.2025

UDIN: 25205125BMHZGO9475

