

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF DIKSAT TRANSWORLD LIMITED WILL BE HELD ON, SATURDAY, 20TH FEBRUARY 2021 AT 2.30 P.M AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY AT 1 FLOOR, 24 SOUTH MADA STREET, MYLAPORE, CHENNAI - 600 004 TO TRANSACT THE FOLLOWING BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, or any other law and subject to such consent(s), approval(s) and permissions as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board and be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mrs. Meenakshi yadav as Whole time Director for a period of 3 years with effect from 1ST February 2021 to 31st January 2024.

RESOLVED FURTHER THAT Mrs. Meenakshi Yadav as Whole time Director of the Company be paid such remuneration comprising of salary, commission on profits, and perquisites/benefits as may be determined by the Board or duly constituted thereof from time to time within the maximum limits approved by the members of the Company on the terms and conditions as set out below:”

REMUNERATION:

- Basic Salary: Not exceeding Rs. 18,00,000/- (Rupees Eighteen lakhs only) per annum as may be decided by the Board of Directors from time to time.
- Perquisites: shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances:

- i. Housing: The Company shall provide unfurnished accommodation to Mrs. Meenakshi Yadav. If no accommodation is provided, House Rent Allowance not

exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.

- ii. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

1. Other Benefits

Mrs. Meenakshi Yadav shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

- i. Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT the total remuneration payable to Mrs. Meenakshi Yadav, Whole time Director, including all the above shall not exceed the limit of Rs. 18,00,000/- (Rupees Eighteen lakhs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the period of his appointment as Managing Director, the Company shall pay to Mrs. Meenakshi Yadav the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions of Mrs. Meenakshi Yadav appointment as the Whole time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all

such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose.”

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150 & 152 of the Companies Act, 2013 & other applicable provisions, If any of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV to the said Companies Act, 2013, as amended from time to time its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Praveen Baskar (DIN: 07471420) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) be and is hereby appointed as Independent director on the Board of the Company for a period of five consecutive years with effect from 1st February 2021.

RESOLVED FURTHER THAT pursuant to section 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of directorship will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT the consent of the Board be and is hereby also accorded for payment of sitting fees as fixed by the Board for each of the meeting of the Board and/or committees as attended by the Independent Directors of the company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file Form DIR-12 with Registrar of Companies, make necessary entries in the Register of Directors and to do any acts, deeds and things as deemed necessary in this regard.”

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

“RESOLVED THAT pursuant to the provisions of section 149, 150 & 152 of the Companies Act, 2013 & other applicable provisions, If any of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV to the said Companies Act, 2013, as amended from time to time its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. B.T. Arasa kumar (DIN No. 06930512) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) be and is hereby appointed as Independent director on the Board of the Company for a period of five consecutive years with effect from 1st February 2021.

RESOLVED FURTHER THAT pursuant to section 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of directorship will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT the consent of the Board be and is hereby also accorded for payment of sitting fees as fixed by the Board for each of the meeting of the Board and/or committees as attended by the Independent Directors of the company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file Form DIR-12 with Registrar of Companies, make necessary entries in the Register of Directors and to do any acts, deeds and things as deemed necessary in this regard.”

**For DiksatTransworld Limited
By Order of the Board**

**Dr. T.Dhevanathan Yadav
Director
DIN:01431689)**

**Place: Chennai
Date: 25th January 2021**

**Regd office Address:
1st Floor
24 South Mada Street
Mylapore
Chennai - 600 004**

NOTES:-

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY.**

- 2) AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.**

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

Item no. 1. Mrs. Meenakshi Yadav belongs to promoter family of the Company. She is having more than 20 years experience in administration of companies. She will also be women director to comply he provisions of the companies Act 2013. The Board of Directors at their meeting held on 29th September 2020 considered the appointment of Mrs. Meenakshi yadav as a director in the casual vacancy caused by the resignation of Mr.T. Thiayharajan. The term of her appointment is for three years from 1/2/2021 to 31/01/2024. The resolution seeks the approval of the members in terms of Sections 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 for the remuneration of Mrs. Meenakshi Yadav as whole time Director of the Company with effect from 1/2/2021. In terms of the provisions of the Companies Act, 2013, consent of the members is required for the remuneration of Mrs. Meenakshi Yadav as whole time director of the Company.

A copy of the Board resolution and the appointment letter issued to Mrs. Meenakshi yadav, Whole time director will be available for inspection between 11.00 a.m to 1.00 pm on all working days (Monday to Friday) at the registered office address of the Company. The remuneration committee approved the appointment of Mrs. Meenakshi Yadav in their committee meeting held on 21st January 2021.

No director, key managerial personnel or their relatives except Dr. T. Dhevanathan to whom the resolution is for appointment his wife is concerned or interested in the proposed resolution.

Item no. 2. The Company has appointed Mr. Praveen Baskar (DIN:07471420)having wide experience in their respective fields as Independent Director pursuant to the requirements of the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act"), The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 along with a deposit of Rs.1,00,000/- in each case proposing their candidature for the office of Independent Director for a period of 5 years, to be appointed as such under the provisions of Section 149 of the said Act.

The Company has received from each of the said Directors, consent in writing to act as Director and declaration to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed form DIR-2 and DIR-8 respectively. Further the Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the said Act. It is accordingly proposed

to appoint the existing Independent Director under the provisions of the Companies Act, 2013, each for a term of five years with effect from 1st February 2021.

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

Item NO.3: The Company has appointed Mr. K.T.Arasa Kumar (DIN No. 06930512) having wide experience in their respective fields as Independent Director pursuant to the requirements of the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act"), The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 alongwith a deposit of Rs.1,00,000/- in each case proposing their candidature for the office of Independent Director for a period of 5 years, to be appointed as such under the provisions of Section 149 of the said Act.

The Company has received from each of the said Directors, consent in writing to act as Director and declaration to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed form DIR-2 and DIR-8 respectively. Further the Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the said Act. It is accordingly proposed to appoint the existing Independent Director under the provisions of the Companies Act, 2013, each for a term of five years with effect from 1st February 2021.

No director, key managerial personnel or their relatives except Mr. K.T.Arasa Kumar, to whom the resolution relates, is concerned or interested in the proposed resolution.

**FOR BOARD OF DIRECTORS OF
M/S DIKSAT TRANSWORLD LIMITED
Dr. T.Dhevanathan Yadav
Director
DIN No. 01431689
DATE: 25th January 2021
PLACE: Chennai**