

# LUCENT INDUSTRIES LIMITED

(Formerly Known as SYLPH EDUCATION SOLUTIONS LIMITED)

CIN: L74110MP2010PLC023011

Regd. Off: 208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,  
Army Head Quarter Indore, Madhya Pradesh- 452006.

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Notice is hereby given that the Extra-Ordinary General Meeting ('EOGM') of the Members of Lucent Industries Limited ("the Company") will be held on Tuesday, 15th April, 2025, at 3.00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## **ORDINARY BUSINESS:**

### **Item No. 1: Appointment of M/s N. A. Shah Associates LLP, as A joint Statutory Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, including any amendment, modification, variation or re-enactment thereof and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint M/s N. A. Shah Associates LLP (Firm Registration No. – 116560W / W100149) ("New Statutory Auditors"), as the joint Statutory Auditors of the Company with existing Statutory Auditors of the Company i.e. M/s. Goenka Mehta & Associates, (FRN: 129445W) from this Extra-ordinary General Meeting until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-26 at such remuneration and out-of-pocket expenses, as may be mutually agreed between the New Statutory Auditors and the Audit committee/Board of Directors, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto."

## **SPECIAL BUSINESS:**

### **Item no. 2: Alteration of object clause of the Memorandum of Association ("MOA") of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing object clause of the Memorandum of Association ("the MOA") of the Company by replacing Clause III(A) and Clause III(B) the Object and objects incidental or ancillary to the attainment of the main object of the company as under:

#### **CLAUSE III(a): the main objects of the Company to be pursued by the Company on its incorporation:**

1. To carry on the business of as advertising and media agent's consultants and to produce and procure advertising and other publicity and promotion materials in furtherance of the main objects of the Company.
2. To carry on the business of Digital Media, Marketing and Advertising Agency.
3. To carry on the business of delivery of Mobile information Solutions to Mobile Phone Subscribers across different mobile phone operators.
4. To sell advertising space which would be delivered to mobile phones/web other connected devices.
5. To create/ source content which would be show cast on the mobile phone and other connected devices.
6. To create solutions which would add value to the user experience on mobile phone and other connected devices.
7. To carry on the business of offering customized computer applications, programming services, data services, internet technology, technical advice, maintenance and support services and generally to act as consultants and advisers in the provision of business solutions involving information technology, including but not limited to computer software, data networks and systems and related services, and to carry on the business of designing, developing and dealing in computer and peripheral equipment and software and to provide technical and advisory services for users and potential users including providing the service of integration of networks and systems.
8. To carry on of any kind of Advertising services through Mouth Print & Papers, Audio-Video or Visual Representation or any other form of Electronic Media.
9. To carry on the business of advertising contractors and to act as advertisers, advertising agents, press agents, newspaper

cutting agents, bill posters, commission agents, promoters or organizers or agents for all kinds of advertising or publicity schemes or methods, publicity advertisers consultants and to require and dispose of advertising time, space, opportunities in any media and to undertake and provide advertising and promotional campaign of every nature and to acquire and provide promotional requisites of every kind and description and for the purpose aforesaid and to undertake and carry on the business of designers, commercial artists, engravers, lithographers, typesetters, stereo typers, newspaper reporters, printers, publishers of any magazine, periodicals, stationers, electro typers, photographic, printers, photo-gravure, photographers, cromo-lithographers, offset printers, draftsman, type founders and manufacturers of all kinds of advertising novelties and to act as consultants any carry on all other business to advertising and publicity through all kinds of media including films, radio, television, sign boards and wall posters, etc.

10. To carry on the business of development and upgradation of software, engineering works; electronic data processing, designing, developing, planning, assembling, integration and installation of computer network system, data networks and systems of every description and for whatever purpose and to provide system consultancy and integration services, solutions, assistance, help, maintenance relating to software, mobile advertising, digital transformation, mobile app and game publishing, mobile and game monetization.
11. To provide consultancy, advisory, execution and marketing services related to brand building of products and services through Mobile medium.
12. To provide mobile content, services, applications, solutions, technology, or technology platforms, to consumers, mobile network operators, media companies, brands or to any other parties.
13. To promote, develop, build, construct, create, operate, manage, run, supervise, maintain, produce, market, direct, edit, distribute, exhibit, record, trade, give on hire, and otherwise deal in all types of mobile products, services, contents, technologies, solutions and applications.
14. To develop, buy, sell, market, trade, import, export, manufacture, put-up, install and consultancy in the field of outsourcing, technology support, mobile technology, applications, solutions, applications, contents or services or otherwise deal in information technology and IT enabled services, cyber technology, electronic commerce, mobile commerce, electronic mail, internet, intranet, ISP, computers, computer hardware, computer software, TV software, system designing, web designing, web hosting, portals, web sites, search engines, devised driver development, domain name registration, data processing, remote data processing, data transfer, call centres, cyber point, cyber cafe, IT education and training, placement services, selection and management consultant for IT, electronic communication equipment's, electronic data processing equipment's, data storage media/ equipment's, their peripherals and allied products, components and consumables.

**CLAUSE III (B): Objects incidental or ancillary to the attainment of the main objects:**

1. To acquire, hold, sell, buy or otherwise deal in any share units, stocks debentures, debenture stock, bonds, mortgages obligations and other securities by original subscription, tender purchase, change, gift or otherwise and to underwrite, sub underwrite or guarantee the subscription thereof to purchase and sell units.
2. To employ and remunerate Indian and Foreign Experts or to investigate, plan, design and supervise the jobs taken up by the Company.
3. To promote, organize or deal with Unit Trust, and to hold, dispose off and deal with their securities whether of fixed or variable return.
4. To acquire, hold, sell, buy or otherwise deal in any share units, stocks debentures, debenture stock, bonds, mortgages obligations and other securities by original subscription, tender purchase, change, gift or otherwise and to underwrite, sub underwrite or guarantee the subscription thereof to purchase and sell units.
5. To employ and remunerate Indian and Foreign Experts or to investigate, plan, design and supervise the jobs taken up by the Company.
6. To promote, organize or deal with Unit Trust, and to hold, dispose off and deal with their securities whether of fixed or variable return.
7. To act as an advisor to the issue in the case of new issue of shares.
8. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.
9. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bill of lading, warrants and other negotiable or transferable instruments.
10. To receive grants, loans, advances or other moneys or deposits from the state or Central Government, Banks, Companies, financial Institutions, trusts, firms or individuals with or without allowance of interest thereon.

11. To communicate with chamber of Commerce and other mercantile and public bodies throughout the world and concerns and promote measures for the protection of the trade, industry or persons engaged therein.
12. To subscribe to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those objects of the Company and to procure from and communicate to any such associations such information as may be likely to further the objects of the Company
13. To lease, let out on hire, mortgage, pledge, hypothecation, sell or otherwise dispose of the whole or any part of the undertakings of the Company or any land, business property, right or assets of the Company including all and every description, apparatus or appliances or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and according to the procedure of the Company Law and in particular, for shares Debentures or securities of any other body Corporate having objects altogether or in part similar to those of the Company.
14. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation joint venture or reciprocal concession or for limiting competition with any person, firm or corporate whether in India or outside carrying on or engaged in or about to carry on or engage in similar business or transaction which the Company is authorized to carry on and further to enter into any such arrangement or contract with any person, association or body corporate whether in India or outside India for such other purpose that may seem calculated, beneficial and conducive to the objects of the Company.
15. To establish agencies in India and elsewhere and to regulate the same.
16. To subscribe in or donate to or guarantee money for any national philanthropic, charitable, benevolent, public, general or useful object fund or organization, association, institutions or for any Companies Act, 2013
17. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company' member, ticket holders and their friends of any special rights, privileges and in particulars in regard to the supply of the goods.
18. To undertake and execute any trusts either gratuitously or otherwise.
19. To obtain any order or act of Legislature or parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any other purpose which may seem expedient and to oppose any proceedings on application which may seem calculating directly or indirectly to prejudice the Company's interest.
20. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any special or other Fund whether for depreciation or for repairs improvising, extending or maintaining any of the property or other assets of the Company· or for redemption of debentures or transferable preference Shares or for any purpose whatsoever conducive to the interest of the Company.
21. To amalgamate funds and to invest or otherwise employ money belonging to the Company upon any shares, securities or other investments whatsoever and upon such terms as may be thought proper and from time to time to vary such investments in such manner as the Company may think fit.
22. To invest and deal with the moneys of the Company in any investments, moveable manner as may from time to time seem expedient and be determined.
23. To borrow or raise money or to receive money on deposits at interest or otherwise in such manner as the Company may think fit and in particulars, by the issue of debenture stock convertible into shares of the Company or money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lender the power of sale and other powers as may seem expedient and to purchase, redeem or to payoff and to the Company will not transact any business which will fall within the purview of the Banking Regulation Act, 1949 subject to the provisions of Section SSA of Companies Act, 1956 and directives of Reserve Bank of India.
24. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public body, museum, corporation or authority or any trustee for or on behalf of any of the same or for the public.
25. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any money received by way of premium on shares or debentures issued at the premium by the Company and any moneys arising from the sale by the Company of the Forfeited shares.
26. To pay all the cost, charges or expenses of an incidental to promotion, registration and establishment of the Company and the issue of the Capital
27. To do the above things and all such other things as are incidental to or as may be thought conducive to the attainment of the above objects or any of them in India or any other parts of the world and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
28. To take part in the formation, management or supervision or control of the business or operation of any Company having similar objects or undertaking and to appoint and remunerate any Directors, administrators, Managers or agents subject to the provisions of the Companies Act.

**RESOLVED FURTHER THAT** any one Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution”.

**Item No. 3: Change in designation of Mr. Ishank Joshi (DIN: 05289924) from the Executive Director to ‘Managing Director & Chief Executive Officer’ of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 (to the extent applicable to the Company) and other applicable provisions, if any, of the Companies Act, 2013, read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), in terms of applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded for the change in designation of Mr. Ishank Joshi (DIN: 05289924) from Executive Director to Managing Director and Chief Executive Officer (‘MD & CEO’) of the Company, liable to retire by rotation, for a period of 5 years, with effect from 13th March, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Ishank.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the remuneration payable to Mr. Ishank Joshi (DIN: 05289924) Managing Director and Chief Executive Officer (‘MD & CEO’) by way of salary, commission, variable pay, perquisites and allowances shall be governed by the provisions prescribed in section 196 and 197, but in case of no profit or inadequate profit, subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the MD & CEO, also the Board of Directors be and hereby authorized to make such modification’s on the terms and conditions including tenure and remuneration as it may decide from time to time with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Ishank Joshi (DIN: 05289924), MD & CEO be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board and/or or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

**Item No. 4: Change in Designation of Mr. Tejas lathod (DIN: 07111110) from the Executive Director to ‘Whole Time Director and Chief Financial Officer’ of the company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read together with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and circulars issued thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Tejas Rathod (DIN: 07111110), who was appointed as a Whole Time Director and Chief Financial Officer (‘WTD & CFO’) by the Board w.e.f. 13th March, 2025 and who will hold office upto the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation

**RESOLVED FURTHER THAT** pursuant to the provisions of section 152, 196, 197, 203 and schedule V of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant, Regulation 17 of the Listing Regulations and circulars issued thereunder including any statutory modifications or reenactment thereof for the time being in force, subject to Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee and the approval of the Members of the Company, Mr. Tejas Rathod (DIN: 07111110), be and is hereby accorded for the change in designation from Executive Director to Whole-Time Director & Chief Financial Officer (‘WTD & CFO’) of the Company, to hold office for the period of 5 years from 13th March, 2025 to 12th March, 2030 liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Mr. Rathod, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration and the said agreement between the Company and Mr. Rathod be suitable amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.;



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

**Item No. 5: Change in Designation of Mr. Kunal Kothari (DIN: 07111105) from the Executive Director to ‘Whole Time Director & Chief Operating Officer’ of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read together with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and circulars issued thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Kunal Kothari (DIN: 07111105) who was appointed as a Whole Time Director and Chief Operating Officer (‘WTD & COO’) by the Board w.e.f. 13th March, 2025 and who will hold office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 152, 196, 197, 203 and schedule V of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant, Regulation 17 of the Listing Regulations and circulars issued thereunder including any statutory modifications or reenactment thereof for the time being in force, subject to Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee and the approval of the Members of the Company, Mr. Kunal Kothari (DIN: 07111105), be and is hereby accorded for the change in designation from Executive Director to Whole Time Director and Chief Operating Officer (‘WTD & COO’) of the Company, to hold office for the period of 5 years from 13th March, 2025 to 12th March, 2030 liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Mr. Kothari, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration and the said agreement between the Company and Mr. Kothari be suitable amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

**Item No. 6: Regularization of Additional Director Ms. Kanchan Vohra as an Independent Director of the Company.**

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

“**RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation of Nomination and Remuneration Committee, Ms. Kanchan Vohra (DIN: 03597614), who was appointed by the Board of Directors as an Additional Director (Independent and Non-Executive) of the Company, with effect from 27th January, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).”

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Ms. Kanchan Vohra (DIN: 03597614), as a Non-Executive Independent Director of the Company.”

**Item No. 7: Regularization of Additional Director Mr. Amit Kumar Mundra as an Independent Director of the Company.**

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

**“RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation of Nomination and Remuneration Committee, Mr. Amit Kumar Mundra (DIN: 01491934), who was appointed by the Board of Directors as an Additional Director (Independent and Non-Executive) of the Company, with effect from 27th January, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).”

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Amit Kumar Mundra (DIN: 01491934), as a Non-Executive Independent Director of the Company.”

#### **Item No. 8: Regularization of Additional Director Mr. Pankaj Jain Mundra as an Independent Director of the Company.**

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

**“RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation of Nomination and Remuneration Committee, Mr. Pankaj Jain (DIN: 02920279), who was appointed by the Board of Directors as an Additional Director (Independent and Non-Executive) of the Company, with effect from 27th January, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).”

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Pankaj Jain (DIN: 02920279), as a Non-Executive Independent Director of the Company.”

#### **Item No. 9: Appointment of Secretarial Auditor of the Company for the FY 2024-2025**

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

**“RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation Audit committee and Board of Directors of the Company, consent of the members be and is hereby given for appointment of Mrs. Rupal Patel, Practising Company Secretaries to be appointed as Secretarial Auditor of the Company for the FY 2024-2025 at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Secretarial Auditor and the Audit committee/Board of Directors on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, to file form with Registrar, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto.”

#### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Special Business to be transacted at the Extraordinary General Meeting (“EOGM”), and statement of additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) is annexed and forms an integral part of the Notice.
2. The Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January 2021, 10/2021 dated 23rd June 2021, 19/2021 dated 8th December 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021, 2/2022 dated 5th May 2022, 3/2022 dated 5th May 2022, 10/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September,

2024 and SEBI vide its Circular dated 3rd October, 2024, has allowed the Companies to conduct the EOGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) until 30th September 2025. In accordance with the said Circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, 2015, the EOGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the EOGM through VC / OAVM facility and e-voting during the EOGM. The notice and procedure for participating in the meeting through VC / OAVM is explained in the notes below and is also available on the website of the Company at [www.lucentindustries.in](http://www.lucentindustries.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. As explained above the EOGM is being conducted through VC / OAVM, in compliance with the provisions of the Act and Rules made thereunder, SEBI Listing Regulations, 2015 and as per the abovementioned MCA and SEBI Circulars. In accordance with the Secretarial Standard – 2 issued by ICSI, read with clarification / guidance on applicability of Secretarial Standards – 1 and 2 issued from time to time, the proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the EOGM.
4. In compliance with Rule 22(5) of the Rules, the Board has appointed Mrs. Rupal Patel (FCS-6275, CP No-3803), Practicing Company Secretaries, as ‘Scrutinizer’ to scrutinize the e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.
5. The Scrutinizer shall after the conclusion of remote e-voting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith.
6. The Results declared along with a Scrutinizer’s Report will be placed on the Company’s website at [www.lucentindustries.in](http://www.lucentindustries.in) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in) immediately after the result is declared by the Chairman or a person authorised by him and simultaneously be forwarded to the Stock Exchange viz. BSE at [www.bseindia.com](http://www.bseindia.com). The results will be announced within the time stipulated under the applicable laws.
7. A member entitled to vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. In terms of the MCA Circulars, as the EOGM is to be conducted through VC / OAVM, and since physical attendance of member is dispensed with, there is no requirement of appointment of proxies. Therefore, the facility for appointment of proxy by the Members is not available for this EOGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. In this Notice, the terms member(s) or shareholder(s) are used interchangeably.

#### **ELECTRONIC DISPATCH OF EOGM NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE**

8. In accordance with the above-mentioned Circulars issued by the MCA and SEBI from time to time, the Notice of EOGM is being sent only in electronic mode to Members whose e-mail address is registered with the Company / Registrar and Transfer Agent (“RTA”) or Depository Participant(s) (“DP”). The Company will not be dispatching physical copies of the Notice of EOGM to any member.
9. For members who have not received the notice due to change / non- registration of their email address with the Company / RTA / DP, they may do so by following the procedure given below:
  - a. **Registration of email id of members holding shares in Demat form** – Members are requested to register their email address, in respect of their demat holding with their respective DP’s. In case of any queries/difficulties in registering the email address, Members may write to [service@satellitecorporate.com](mailto:service@satellitecorporate.com).
10. A copy of the Notice of this EOGM is available on the website of the Company at [www.lucentindustries.in](http://www.lucentindustries.in), on the website of Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members are requested to intimate changes if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Numbers (“PAN”), mandates, nominations, power of attorney, bank details etc.;

#### **PROCEDURE FOR JOINING THE EOGM THROUGH VC / OAVM:**

12. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
13. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in the Notice for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/

Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

14. For convenience of the members and proper conduct of EOGM, members can login and join at least 30 (thirty) minutes before the time scheduled for the EOGM and shall be kept open throughout the proceedings of EOGM.
15. Members who need assistance before or during the EOGM with use of technology, can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800 1020 990 /1800 224 430; or contact Ms. Pallavi Mhatre, Senior Manager NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com).
16. Institutional Members are encouraged to attend and vote at the EOGM through VC / OAVM. In case any Institutional Members, facing issues for participating in EOGM can write to [sylphedu@gmail.com](mailto:sylphedu@gmail.com).
17. 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.
18. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the EOGM, and therefore members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### **PROCEDURE FOR SPEAKER REGISTRATION, SUBMISSION OF QUESTIONS / QUERIES:**

19. As the EOGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EOGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number, their queries / views / questions at [sylphedu@gmail.com](mailto:sylphedu@gmail.com).
20. Members holding shares as on the **cut-off date i.e. Tuesday, 8th April, 2025**, and who would like to speak or express their views or ask questions during the EOGM may register themselves as speakers by sending an email to [sylphedu@gmail.com](mailto:sylphedu@gmail.com) during **Thursday, 10th April, 2025, 9:00 a.m. (IST) to Monday, 14th April, 2025, 5:00 p.m. (IST)** (e-voting period dates). **Those members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the EOGM.**
21. Members can also express their views or post their questions during the EOGM through a facility available in the VC / OAVM facility.
22. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EOGM.
23. Pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended, and in compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended, and the Circulars issued by MCA / SEBI, the Company is pleased to provide voting by electronic means (“remote e-voting”) to the Members, to enable them to cast their votes electronically in respect of the business to be transacted at the EOGM. For this the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.
24. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the members on **Tuesday, 8th April, 2025** (on close of business hours) (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
25. The details of the process and manner for remote e-voting are explained herein below:

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Thursday, 10th April, 2025, 9:00 a.m. (IST) and ends on Monday, 14th April, 2025, 5:00 p.m. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 8th April, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 8th April, 2025.**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.   <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdsindia.com">www.cdsindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [roopalcs2001p@gmail.com](mailto:roopalcs2001p@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [Pallavid@nsdl.com](mailto:Pallavid@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [sylphedu@gmail.com](mailto:sylphedu@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sylphedu@gmail.com](mailto:sylphedu@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sylphedu@gmail.com](mailto:sylphedu@gmail.com). The same will be replied by the company suitably.

Date: 13th March, 2025

Place: Indore

**By the order of the Board  
For Lucent Industries Limited**

**Registered Office:**

208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,  
Army Head Quarter Indore, Madhya Pradesh- 452006.

CIN: L74110MP2010PLC023011

Email: [sylphedu@gmail.com](mailto:sylphedu@gmail.com)

Website: [www.lucentindustries.in](http://www.lucentindustries.in)

Sd/-  
**Manali Gohil**  
**Company Secretary**  
**(Membership No. – A64629)**



## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under respective items of the accompanying Notice.

### Item No. 1: Appointment of M/s N. A. Shah Associates LLP, as A Joint Statutory Auditors of the Company

Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 14th February, 2025 have recommended, the appointment of M/s N. A. Shah Associates LLP (Firm Registration No. – 116560W / W100149) (“New Statutory Auditors”), as the joint Statutory Auditors of the Company with existing Statutory Auditors of the Company i.e. M/s. Goenka Mehta & Associates, (FRN: 129445W) till this Extra-ordinary General Meeting until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-2026.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s N. A. Shah Associates LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s N. A. Shah Associates LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. M/s N. A. Shah Associates LLP will hold office until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-2026.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are provided in **Annexure 1**.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. except to the extent of their shareholding in the Company. The Board recommends the resolution set forth in Item No. 1 for the approval of Members as an **Ordinary Resolution**.

### Item No. 2: Alteration of Object Clause of the Memorandum of Association (“MOA”) Of the Company

In order to expand the Company’s scope of operations and to avail of an emerging market opportunities, the Company intends for transition of its current business model to Digital Media and Advertising Agency. This shift will enable Company to expand the scope from its business and set, manage and operate new platforms in the digital media and advertising space. It requires elaboration of existing main object of Memorandum of Association of the Company.

To commence the proposed new elaborated business activities, the Object Clause [Clause III (A) and (B)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to diversify its scope of operations by replacing the clause III A and B.

The above amendment would be subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and thereby board recommends Special Resolution set out as Item No. 2 for seeking Member’s approval.

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 set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Special Resolution**.

### Item No. 3: Change in Designation of Mr. Ishank Joshi (DIN: 05289924) from the Executive Director to ‘Managing Director & Chief Executive Officer’ of the Company.

The Board of Directors in its meeting held on 13th March, 2025 based on the recommendation of Nomination and Remuneration Committee and subject to shareholders’ approval, appointed Mr. Ishank Joshi (DIN: 05289924) (‘Mr. Ishank’) Managing Director and Chief Executive Officer (‘MD & CEO’) of the company for the period of Five years w.e.f. 13th March, 2025 on the following broad terms and conditions of appointment and remuneration payable to Mr. Ishank as the MD & CEO of the Company:

- a) **Designation:** Managing Director and Chief Executive Officer (‘MD & CEO’);

**b) Tenure:** for a period of 5 years effective from 13th March, 2025 to 12th March, 2030;

**c) Remuneration:**

- i. Monthly salary Rs. 1 lakh (One lakh rupees only) including all allowances and perquisites as per the salary structure of the Company amounting to Rs 12 Lakhs on an annual basis; Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
- ii. The proposed remuneration of MD & CEO is in line with the nature of Industry, size of Company, responsibilities entrusted and peer remuneration.
- iii. Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
- iv. Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
- v. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
- vi. Perquisite value of stock options exercised, as per Income Tax Act.

Increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company which is based on performance towards achieving goals and delivering on key initiatives measured through growth in Revenue, Profits and Shareholder Value Creation, amongst other aspects.

**d) Expenses:** The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Ishank in performance of his duties and responsibilities;

**e) Perquisites/allowances:**

- I. Reimbursement of Mobile and Telephone charges based on actuals;
- II. Leave/Holiday Travel allowance and medical reimbursement/ allowance as per Company policy;
- III. Use of Company Car with Chauffeur;
- IV. Medical Insurance, as per Company schemes, as applicable to all the employees / senior management of the Company, from time to time;
- V. Any other allowances and perquisites as per the policies applicable to the Senior Management of the Company.

**f) Other terms:**

Mr. Ishank shall act as the MD & CEO of the Company and may devote such time in the performance of his duties as the MD & CEO of the Company as it is considered necessary and expedient.

The MD & CEO will carry out such duties and exercise such powers as are additionally entrusted to him by the Board of Directors and / or by the Chairperson. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as the MD & CEO. Further, subject to the supervision of the Board of Directors and subject to the provisions of the Act, Mr. Ishank shall have the power of general conduct and management of the affairs of the Company, except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors at its meeting.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the Members of the Company under Section 197 read with Schedule V to the Act.

Accordingly, in the event of loss or inadequacy of profits in the financial year during his tenure, the payment of remuneration to Mr. Ishank shall be governed under Section 197 of the Companies Act 2013 ("the Act") read with Part II of Schedule V to the Act as approved by the Members of the Company as above.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying intention to propose the candidature of Mr. Ishank as the MD & CEO of the Company, to be appointed under the provisions of Section 196 of the Companies Act, 2013.

The Company has received requisite consent and declarations from Mr. Ishank for his appointment as required under the Act and rules made thereunder.

Mr. Ishank satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as

Director in terms of Section 164 of the Act. Further, Mr. Ishank is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

**Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:**

**1. General Information:**

Sr. No.	Particulars													
1	Nature of industry:	Advertising, digital media, mobile and desktop solutions, offering services such as advertising through various media, digital marketing, and content creation for mobile, desktop, Television and any other digital device. mobile information solutions, develops customized software and technology applications, and offers consultancy and technical services in IT and digital transformation. Additionally, in mobile app and game publishing, mobile and game monetization, and outsourcing services related to technology, e-commerce, and data processing.												
2	Date or expected date of commencement of commercial production	Not applicable												
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 as the Company is an existing company.												
4	Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Year Ended 31.03.2024 (Amount in Lacs)</th> </tr> </thead> <tbody> <tr> <td>Gross Sales/Income</td> <td>0</td> </tr> <tr> <td>Less Depreciation</td> <td>0</td> </tr> <tr> <td>Profit/(Loss) before Tax</td> <td>(12.42)</td> </tr> <tr> <td>Taxes/Deferred Taxes</td> <td>0</td> </tr> <tr> <td>Profit/(Loss) After Taxes</td> <td>(12.42)</td> </tr> </tbody> </table>	Particulars	Year Ended 31.03.2024 (Amount in Lacs)	Gross Sales/Income	0	Less Depreciation	0	Profit/(Loss) before Tax	(12.42)	Taxes/Deferred Taxes	0	Profit/(Loss) After Taxes	(12.42)
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Gross Sales/Income	0													
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Profit/(Loss) before Tax	(12.42)													
Taxes/Deferred Taxes	0													
Profit/(Loss) After Taxes	(12.42)													
5	Foreign Investments and Collaborations	NIL												

**2. Information about the Appointee:**

Sr. No.	Particulars	
1	Background Details	Mr. Ishank, Serial entrepreneur with 15+ years of experience in B2B & Technology Platforms, successfully led leaderships & exits in AdTech & Fintech (Including Goals 101 Data acquired by M2P) and he is a dynamic entrepreneur renowned for nurturing strategic partnerships, driving business growth, and prioritizing customer and employee satisfaction.
2	Past remuneration	Not applicable
3	Recognition or awards	Honored with the Leader 2.0 Award by Adgully in 2023 for his contribution to leadership and innovation
4	Job profile and his suitability	As mentioned in Annexure 2A.
5	Remuneration proposed	As mentioned in explanatory statement no 3.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the experience of Mr. Joshi and his expertise in the field of digital advertising/marketing, the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Joshi has no pecuniary relationship with the Company, other than the remuneration proposed to be paid in the capacity of MD & CEO and being a promoter of the company.  Mr. Joshi is not related to any Director and/or Key Managerial Personnel of the Company.

### 3. Other Information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The primary reason for the loss or inadequate profits is the absence of business activity and operational actions.
2	Steps taken or proposed to be taken for improvement	The Company has taken following steps for further improvement: <ul style="list-style-type: none"> <li>• Restructuring of organization;</li> <li>• Development of a new business strategy;</li> <li>• Improve cash flow and financial Management;</li> <li>• Focus on customer acquisition;</li> <li>• Use of technology and Innovation;</li> <li>• Monitor performance and adjust as needed;</li> </ul>
3	Expected increase in productivity and profits in measurable terms	Implementation of the proposed strategic measures, we anticipate a significant improvement in both productivity/revenue/turnover and profitability over the coming months and years. By addressing the core issues and solving them, which includes the commencing business activity and optimizing operational processes, growth in revenue, Customer Acquisition and Retention etc.

This explanatory statement and the resolution at Item No. 3 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 3 of this Extra Ordinary General Meeting Notice relating to the appointment of Mr. Ishank as the MD & CEO of the Company, not liable to retire by rotation, for approval of the Members of the Company as a **Special Resolution**. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Ishank including his profile and specific areas of expertise are given in this Notice as “**Annexure 2(A)**”.

Save and except Mr. Ishank and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

#### **Item No. 4: Change in Designation of Mr. Tejas Rathod (DIN: 07111110) from the Executive Director to ‘Whole Time Director & Chief Financial Officer’ of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on 13th March, 2025 approved the appointment of Mr. Tejas Rathod (DIN: 07111110) as a Whole Time Director & Chief Financial Officer (‘WTD & CFO’) of the Company with effect from 13th March, 2025 till the date of this General Meeting and in the capacity of a Whole-time Director & Chief Financial Officer (‘WTD & CFO’) for the period of 5 years with effect from 13th March, 2025 to 12th March, 2030 on the following broad terms and conditions of appointment and remuneration payable to Mr. Rathod as the WTD & CFO of the Company:

- a) **Designation:** Whole-time Director & Chief Financial Officer (‘WTD & CFO’);
- b) **Tenure:** for a period of 5 years effective from 13th March, 2025 to 12th March, 2030;
- c) **Remuneration:**
  - i. Monthly salary Rs. 1 lakh (One lakh rupees only) including all allowances and perquisites as per the salary structure of the Company amounting to Rs 12 Lakhs on an annual basis; Performance Bonus (including long term bonus): As per Company’s Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
  - ii. Performance Bonus (including long term bonus): As per Company’s Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
  - iii. Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
  - iv. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
  - v. Perquisite value of stock options exercised, as per Income Tax Act.



The Company has received notice under Section 160 of the Act from Mr. Tejas Rathod proposing his candidature as a Director (WTD & CFO) of the Company. Mr. Rathod is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company which is based on performance towards achieving goals and delivering on key initiatives measured through growth in Revenue, Profits and Shareholder Value Creation, amongst other aspects.

**d) Expenses:** The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Rathod in performance of his duties and responsibilities;

**e) Perquisites/allowances:**

- I. Reimbursement of Mobile and Telephone charges based on actuals;
- II. Leave/Holiday Travel allowance and medical reimbursement/ allowance as per Company policy;
- III. Use of Company Car with Chauffeur;
- IV. Medical Insurance, as per Company schemes, as applicable to all the employees / senior management of the Company, from time to time;
- V. Any other allowances and perquisites as per the policies applicable to the Senior Management of the Company.

**f) Other terms:**

Mr. Rathod shall act as the WTD & CFO of the Company and may devote such time in the performance of his duties as the WTD & CFO of the Company as it is considered necessary and expedient.

The WTD & CFO will carry out such duties and exercise such powers as are additionally entrusted to him by the Board of Directors and / or by the Chairperson. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as the WTD & CFO. Further, subject to the supervision of the Board of Directors and subject to the provisions of the Act, Mr. Rathod shall have the power of general conduct and management of the affairs of the Company, except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors at its meeting.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the Members of the Company under Section 197 read with Schedule V to the Act.

Accordingly, in the event of loss or inadequacy of profits in the financial year during his tenure, the payment of remuneration to Mr. Rathod shall be governed under Section 197 of the Companies Act 2013 (“the Act”) read with Part II of Schedule V to the Act as approved by the Members of the Company as above.

This explanatory statement and the resolution at Item No. 4 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

**Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:**

**4. General Information:**

Sr. No.	Particulars	
1	Nature of industry:	Advertising, digital media, mobile and desktop solutions, offering services such as advertising through various media, digital marketing, and content creation for mobile, desktop, Television and any other digital device. mobile information solutions, develops customized software and technology applications, and offers consultancy and technical services in IT and digital transformation. Additionally, in mobile app and game publishing, mobile and game monetization, and outsourcing services related to technology, e-commerce, and data processing.
2	Date or expected date of commencement of commercial production	Not applicable

Sr. No.	Particulars													
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 as the Company is an existing company.												
4	Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Year Ended 31.03.2024 (Amount in Lacs)</th> </tr> </thead> <tbody> <tr> <td>Gross Sales/Income</td> <td>0</td> </tr> <tr> <td>Less Depreciation</td> <td>0</td> </tr> <tr> <td>Profit/(Loss) before Tax</td> <td>(12.42)</td> </tr> <tr> <td>Taxes/Deferred Taxes</td> <td>0</td> </tr> <tr> <td>Profit/(Loss) After Taxes</td> <td>(12.42)</td> </tr> </tbody> </table>	Particulars	Year Ended 31.03.2024 (Amount in Lacs)	Gross Sales/Income	0	Less Depreciation	0	Profit/(Loss) before Tax	(12.42)	Taxes/Deferred Taxes	0	Profit/(Loss) After Taxes	(12.42)
Particulars	Year Ended 31.03.2024 (Amount in Lacs)													
Gross Sales/Income	0													
Less Depreciation	0													
Profit/(Loss) before Tax	(12.42)													
Taxes/Deferred Taxes	0													
Profit/(Loss) After Taxes	(12.42)													
5	Foreign Investments and Collaborations	NIL												

#### 5. Information about the Appointee:

Sr. No.	Particulars	
1	Background Details	Mr. Tejas Rathod has 12+ years of Product, Operations & Engineering experience in developing innovative Software Automation Tools and Leads Global Technology & Operations Teams, has helped 300+ brands in acquisition, retention, and growth.
2	Past remuneration	Not applicable
3	Recognition or awards	Honored in Forbes Asia 30 under 30 (Class of 2023) for his achievements in Media, Marketing & Advertising.
4	Job profile and his suitability	As mentioned in Annexure 2A.
5	Remuneration proposed	As mentioned in explanatory statement no 4.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the experience of Mr. Rathod and his expertise in the field of digital advertising, the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rathod has no pecuniary relationship with the Company, other than the remuneration proposed to be paid in the capacity of WTD & CFO and being a promoter of the company.  Mr. Rathod is not related to any Director and/or Key Managerial Personnel of the Company.

#### 6. Other Information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The primary reason for the loss or inadequate profits is the absence of business activity and operational actions.
2	Steps taken or proposed to be taken for improvement	The Company has taken following steps for further improvement: <ul style="list-style-type: none"> <li>• Restructuring of organization;</li> <li>• Development of a new business strategy;</li> <li>• Improve cash flow and financial management;</li> <li>• Focus on customer acquisition;</li> <li>• Use of technology and Innovation;</li> <li>• Monitor performance and adjust as needed;</li> </ul>

Sr. No.	Particulars	
3	Expected increase in productivity and profits in measurable terms	Implementation of the proposed strategic measures, we anticipate a significant improvement in both productivity/revenue/turnover and profitability over the coming months and years. By addressing the core issues and solving them, which includes the commencing business activity and optimizing operational processes, growth in revenue, Customer Acquisition and Retention etc.

The Board recommends the resolution set out at Item No. 4 of this Extra Ordinary General Meeting Notice relating to the appointment of Mr. Rathod as the WTD & CFO of the Company, liable to retire by rotation, for approval of the Members of the Company as a **Special Resolution**. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Rathod including his profile and specific areas of expertise are given in this Notice as **“Annexure 2(A)”**.

Save and except Mr. Rathod and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

**Item No. 5: Change in Designation of Mr. Kunal Kothari (DIN: 07111105) from the Executive Director to ‘Whole Time Director & Chief Operating Officer’ of the Company.**

The Board of Directors in its meeting held on 13th March, 2025 based on the recommendation of Nomination and Remuneration Committee and subject to shareholders’ approval, appointed Mr. Kunal Kothari (DIN: 07111105) (‘Mr. Kothari’) Whole Time Director & Chief Operating Officer (‘WTD & COO’) of the company for the period of Five years w.e.f. 13th March, 2025 on the following broad terms and conditions of appointment and remuneration payable to Mr. Kothari as the WTD & COO of the Company:

- a) **Designation:** Whole Time Director & Chief Operating Officer (‘WTD & COO’);
- b) **Tenure:** for a period of 5 years effective from 13th March, 2025 to 12th March, 2030;
- c) **Remuneration:**
  - i. Monthly salary Rs. 1 lakh (One lakh rupees only) including all allowances and perquisites as per the salary structure of the Company amounting to Rs 12 Lakhs on an annual basis; Performance Bonus (including long term bonus): As per Company’s Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
  - ii. Performance Bonus (including long term bonus): As per Company’s Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
  - iii. Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
  - iv. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
  - v. Perquisite value of stock options exercised, as per Income Tax Act.

Increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company which is based on performance towards achieving goals and delivering on key initiatives measured through growth in Revenue, Profits and Shareholder Value Creation, amongst other aspects.

- d) **Expenses:** The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Kothari in performance of his duties and responsibilities;
- e) **Perquisites/allowances:**
  - I. Reimbursement of Mobile and Telephone charges based on actuals;
  - II. Leave/Holiday Travel allowance and medical reimbursement/ allowance as per Company policy;
  - III. Use of Company Car with Chauffeur;
  - IV. Medical Insurance, as per Company schemes, as applicable to all the employees / senior management of the Company, from time to time;
  - V. Any other allowances and perquisites as per the policies applicable to the Senior Management of the Company.

**f) Other terms:**

Mr. Kothari shall act as the WTD & COO of the Company and may devote such time in the performance of his duties as the WTD & COO of the Company as it is considered necessary and expedient.

The WTD & COO will carry out such duties and exercise such powers as are additionally entrusted to him by the Board of Directors and / or by the Chairperson. He is further authorized to do all such acts, deeds, things and matters as he may be required or permitted to do as the WTD & COO. Further, subject to the supervision of the Board of Directors and subject to the provisions of the Act, Mr. Kothari shall have the power of general conduct and management of the affairs of the Company, except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors at its meeting.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the Members of the Company under Section 197 read with Schedule V to the Act.

Accordingly, in the event of loss or inadequacy of profits in the financial year during his tenure, the payment of remuneration to Mr. Kothari shall be governed under Section 197 of the Companies Act 2013 (“the Act”) read with Part II of Schedule V to the Act as approved by the Members of the Company as above.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying intention to propose the candidature of Mr. Kothari as the WTD & COO of the Company, to be appointed under the provisions of Section 196 of the Companies Act, 2013.

The Company has received requisite consent and declarations from Mr. Kothari for his appointment as required under the Act and rules made thereunder.

Mr. Kothari satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Kothari is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

This explanatory statement and the resolution at Item No. 5 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

**Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:**

**1. General Information:**

SN	Particulars													
1	Nature of industry:	Advertising, digital media, mobile and desktop solutions, offering services such as advertising through various media, digital marketing, and content creation for mobile, desktop, Television and any other digital device. mobile information solutions, develops customized software and technology applications, and offers consultancy and technical services in IT and digital transformation. Additionally, in mobile app and game publishing, mobile and game monetization, and outsourcing services related to technology, e-commerce, and data processing.												
2	Date or expected date of commencement of commercial production	Not applicable												
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 as the Company is an existing company.												
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Gross Sales/Income	0													
Less Depreciation	0													
Profit/(Loss) before Tax	(12.42)													
Taxes/Deferred Taxes	0													
Profit/(Loss) After Taxes	(12.42)													
5	Foreign Investments and Collaborations	NIL												



## 2. Information about the Appointee:

Sr. No.	Particulars	
1	Background Details	Mr. Kunal, Serial entrepreneur & engineer with 12+ years of experience in Media and Leads Product-led Growth Marketing & Biddable Media he is a versatile entrepreneur, propels business growth across multiple industries through customized Mad-Tech solutions, fueling brand success.
2	Past remuneration	Not applicable
3	Recognition or awards	Honored in Forbes Asia 30 under 30 (Class of 2023) for their achievements in Media, Marketing & Advertising.
4	Job profile and his suitability	As mentioned in Annexure 2A.
5	Remuneration proposed	As mentioned in explanatory statement no 5.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the experience of Mr. Kothari and his expertise in the field of digital advertising/marketing, the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Kothari has no pecuniary relationship with the Company, other than the remuneration proposed to be paid in the capacity of MD & CEO and being a promoter of the company.  Mr. Kothari is not related to any Director and/or Key Managerial Personnel of the Company.

## 3. Other Information:

S. N.	Particulars	
1	Reasons of loss or inadequate profits	The primary reason for the loss or inadequate profits is the absence of business activity and operational actions.
2	Steps taken or proposed to be taken for improvement	The Company has taken following steps for further improvement: <ul style="list-style-type: none"> <li>• Restructuring of organization;</li> <li>• Development of a new business strategy;</li> <li>• Improve cash flow and financial Management;</li> <li>• Focus on customer acquisition;</li> <li>• Use of technology and Innovation;</li> <li>• Monitor performance and adjust as needed;</li> </ul>
3	Expected increase in productivity and profits in measurable terms	Implementation of the proposed strategic measures, we anticipate a significant improvement in both productivity/revenue/turnover and profitability over the coming months and years. By addressing the core issues and solving them, which includes the commencing business activity and optimizing operational processes, growth in revenue, Customer Acquisition and Retention etc.

The Board recommends the resolution set out at Item No. 5 of this Extra Ordinary General Meeting Notice relating to the appointment of Mr. Kothari as the WTD of the Company, liable to retire by rotation, for approval of the Members of the Company as a **Special Resolution**. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Kothari including his profile and specific areas of expertise are given in this Notice as “**Annexure 2(A)**”.

Save and except Mr. Kothari and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

#### **Item No. 6: Regularization of Additional Director Ms. Kanchan Vohra as an Independent Director of the Company.**

The Board of Directors of the Company at its Meeting held on 27th January, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Ms. Kanchan Vohra (DIN: 03597614) as an Additional Director (Independent and Non-Executive) of the Company with effect from 27th January, 2025 to hold office up to the date of the next General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the said General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).

#### **Process & Basis of Appointment:**

The NRC evaluated profiles of various candidates as an Independent Director of the Company. The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal.

After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Ms. Kanchan Vohra (DIN: 03597614) as Independent Director of the Company.

In line with this strategic approach, the appointment of Ms. Vohra reflects the Company’s commitment to long term sustainability and seamless leadership transitions. Her appointment which is in line with the requirements of the Company Policy which is a proactive stance which underscores the Company’s dedication to maintaining a dynamic and resilient board, poised to navigate challenges and seize opportunities on the horizon.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Ms. Vohra for the office of Director of the Company. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Vohra including his profile and specific areas of expertise are given in this Notice as “**Annexure 2(B)**”.

#### **Remuneration:**

Ms. Vohra would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

Ms. Vohra is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received declarations from Ms. Vohra stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Listing Regulations. Ms. Vohra is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Vohra, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board is of the view that Ms. Kanchan’s knowledge and experience will be of immense benefit and value to the Company and therefore, recommends her appointment to the Members.

Save and except Ms. Vohra, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Ms. Vohra is not related to any other Director / KMP of the Company. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

#### **Item No. 7: Regularization of Additional Director Mr. Amit Kumar Mundra as an Independent Director of the Company.**

The Board of Directors of the Company at its Meeting held on 27th January, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Amit Mundra (DIN: 01491934) as an Additional Director (Independent and Non-Executive) of the Company with effect from 27th January, 2025 to hold office up to the date of the next General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the said General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).

#### **Process & Basis of Appointment:**

The NRC evaluated profiles of various candidates as an Independent Director of the Company. The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal.

After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Amit Mundra (DIN: 01491934) as Independent Director of the Company.

In line with this strategic approach, the appointment of Mr. Mundra reflects the Company’s commitment to long term sustainability and seamless leadership transitions. His appointment which is in line with the requirements of the Company Policy which is a proactive stance which underscores the Company’s dedication to maintaining a dynamic and resilient board, poised to navigate challenges and seize opportunities on the horizon.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Mundra for the office of Director of the Company. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Mundra including his profile and specific areas of expertise are given in this Notice as **“Annexure 2(B)”**.

#### **Remuneration:**

Mr. Mundra would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Mundra is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received declarations from Mr. Mundra stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Listing Regulations. Mr. Mundra is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Mundra, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board is of the view that Mr. Amit's knowledge and experience will be of immense benefit and value to the Company and therefore, recommends his appointment to the Members.

Save and except Mr. Mundra, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Mr. Mundra is not related to any other Director / KMP of the Company. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

#### **Item No. 8: Regularization of Additional Director Mr. Pankaj Jain as an Independent Director of the Company.**

The Board of Directors of the Company at its Meeting held on 27th January, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Pankaj Jain (DIN: 02920279) as an Additional Director (Independent and Non-Executive) of the Company with effect from 27th January, 2025 to hold office up to the date of the next General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the said General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 27th January, 2025 to 26th January, 2030 (both days inclusive).

#### **Process & Basis of Appointment:**

The NRC evaluated profiles of various candidates as an Independent Director of the Company. The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal.

After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Pankaj Jain (DIN: 02920279) as an Independent Director of the Company.

In line with this strategic approach, the appointment of Mr. Jain reflects the Company's commitment to long term sustainability and seamless leadership transitions. His appointment which is in line with the requirements of the Company Policy which is a proactive stance which underscores the Company's dedication to maintaining a dynamic and resilient board, poised to navigate challenges and seize opportunities on the horizon.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Jain for the office of Director of the Company. Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Jain including his profile and specific areas of expertise are given in this Notice as **“Annexure 2(B)”**.

#### **Remuneration:**

Mr. Jain would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Jain is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received declarations from Mr. Jain stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Listing Regulations. Mr. Jain is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Jain, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board is of the view that Mr. Jain's knowledge and experience will be of immense benefit and value to the Company and therefore, recommends his appointment to the Members.

Save and except Mr. Jain, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

Mr. Mundra is not related to any other Director / KMP of the Company. The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

**Item No. 9: Appointment of Secretarial Auditor of the Company for the FY 2024-2025**

The Board of Directors in its meeting held on 13th March, 2025 based on the recommendation of Audit Committee and subject to shareholders' approval, appointed Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company for the financial year 2024-2025.

In accordance with Regulation 24A and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as the applicable sections of the Companies Act, 2013 (the Act) and the rules framed thereunder, the Company has received a written consent from Mrs. Rupal Patel, Practicing Company Secretary to act as a Secretarial Auditor of the Company for the financial year 2024-2025 and a certificate has been provided confirming that she meets the eligibility criteria, satisfies all terms and conditions and does not fall under any disqualifications to act as the Secretarial Auditor.

As per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Rupal Patel, Practicing Company Secretary, has confirmed that she holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. except to the extent of their shareholding in the Company. The Board recommends the resolution set forth in Item No. 9 for the approval of Members as a Special Resolution.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are provided in **Annexure 1**.



## “Annexure 1”

### Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Appointment details</b>	Appointment of <b>M/s N. A. Shah Associates LLP</b> (Firm Registration No. – 116560W / W100149) (“New Statutory Auditors”), as the <b>joint Statutory Auditors</b> of the Company with existing Statutory Auditors of the Company i.e M/s. Goenka Mehta & Associates, (FRN: 129445W)	Appointment of <b>Mrs. Rupal Patel, Practicing Company Secretaries</b> of the Company for FY. 2024-2025
<b>Date of Appointment</b>	Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 14th February, 2025 have recommended, the appointment of M/s N. A. Shah Associates LLP (Firm Registration No. – 116560W / W100149) (“New Statutory Auditors”), as the joint Statutory Auditor of the Company with existing Statutory Auditors of the Company i.e. M/s. Goenka Mehta & Associates, (FRN: 129445W) till this Extra-ordinary General Meeting until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-2026.	The Board of Directors in its meeting held on 13th March, 2025 based on the recommendation of Audit Committee and subject to shareholders’ approval, appointed Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company for the financial year 2024-2025.
<b>Proposed audit fee payable to auditors</b>	The fees proposed to be paid to M/s N. A. Shah Associates LLP towards statutory audit and limited review/audit report (excluding applicable taxes and reimbursements) for the term until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-2026, shall be Rs. 1,50,000 with authority to Board to make changes as it may deem fit for the term.	The fees proposed to be paid to Mrs. Rupal Patel, Practicing Company Secretaries towards secretarial audit (excluding applicable taxes and reimbursements) for FY 2024-2025 shall be Rs. 50,000 with authority to Board to make changes as it may deem fit for the term.
<b>Terms of appointment</b>	M/s N. A. Shah Associates LLP will hold office until the conclusion of 15th Annual General Meeting of the Company to be held in the FY 2025-2026.	Mrs. Rupal Patel, Practicing Company Secretaries would conduct the Secretarial Audit of the company for the financial year 2024-2025
<b>Material change in fee payable</b>	M/s. Goenka Mehta & Associates (FRN: 129445W), the current statutory auditors, receive an annual fee of Rs. 15,000.	Not applicable
<b>Basis of recommendation and auditor credentials</b>	<p>The Audit Committee and the Board of Directors based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013, recommends the appointment of M/s N. A. Shah Associates LLP as joint statutory auditors of the Company.</p> <p><b>Brief Profile:</b></p> <p>M/s N. A. Shah Associates LLP was established in 1965, Provides Assurance, Taxation Consultancy, Due Diligence, and Financial Advisory Services catering to a diverse set of organizations across India. The Partners are supported by a professional team of over huge Staff comprising qualified Chartered Accountants, experienced associates, trainees and support personnel. Over the past four decades, the firm has carried out a variety of audit, investigation and consultancy assignments involving the Banking and Financial services sector.</p>	<p>The Audit Committee and the Board of Directors based on the credentials of the Auditor and eligibility criteria prescribed under the Companies Act, 2013 and LODR, recommends the appointment of Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company.</p> <p><b>Brief Profile:</b></p> <p>Mrs. Rupal Patel is a Practicing and Peer Reviewed Company Secretary and Company Law Consultants having 21 years’ experience in Providing comprehensive company secretarial support, ensuring compliance with all relevant laws and regulations, and have Strong knowledge of company law, securities regulations, and corporate governance principles.</p>

**“Annexure – 2”**

**ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT /CHANGE IN DESIGNATION**

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by ICSI]

**A. Disclosure related to item No. 3, 4 and 5 of the notice.**

<b>Name of the Director</b>	<b>Mr. Kunal Kothari</b>	<b>Mr. Tejas Rathod</b>	<b>Mr. Ishank Joshi</b>
<b>DIN</b>	07111105	07111110	05289924
<b>Date of Birth &amp; age</b>	06/10/1993	17/10/1993	04/02/1989
<b>Date of first appointment</b>	26/09/2024	26/09/2024	26/09/2024
<b>Nature of his/her expertise in specific functional areas</b>	Mr. Kunal, Serial entrepreneur & engineer with 12+ years of experience in Media and Leads Product-led Growth Marketing & Biddable Media he is a versatile entrepreneur, propels business growth across multiple industries through customized Mad-Tech solutions, fueling brand success.	Mr. Tejas Rathod has 12+ years of Product, Operations & Engineering experience in developing innovative Software Automation Tools and Leads Global Technology & Operations Teams, has helped 300+ brands in acquisition, retention, and growth.	Mr. Ishank, Serial entrepreneur with 15+ years of experience in B2B & Technology Platforms, successfully led leaderships & exits in AdTech & Fintech (Including Goals 101 Data acquired by M2P) and he is a dynamic entrepreneur renowned for nurturing strategic partnerships, driving business growth, and prioritizing customer and employee satisfaction.
<b>Qualification</b>	B.E.	B. E.	B. Tech
<b>Relationship with other Directors, Managers and KMPs</b>	Mr. Kunal Kothari, Mr. Ishank Joshi and Mr. Tejas Rathod, all three directors are associated with Mobavenue Media Private Limited.	Mr. Kunal Kothari, Mr. Ishank Joshi and Mr. Tejas Rathod, all three directors are associated with Mobavenue Media Private Limited.	Mr. Kunal Kothari, Mr. Ishank Joshi and Mr. Tejas Rathod, all three directors are associated with Mobavenue Media Private Limited.
<b>Directorship held in other listed entities</b>	NIL	NIL	NIL
<b>Membership of Committees of the Board in other listed entities</b>	NIL	NIL	NIL
<b>Listed entities from which he/she has resigned in the past 3 (three) years</b>	NIL	NIL	NIL
<b>Number of meetings of the Board attended during the year 2024-2025 [Out of 12 (twelve) held]</b>	9	9	9
<b>Terms and conditions of Appointment or Reappointment</b>	The detailed terms and conditions, including remuneration, is provided in the explanatory statement	The detailed terms and conditions, including remuneration, is provided in the explanatory statement	The detailed terms and conditions, including remuneration, is provided in the explanatory statement
<b>Remuneration last drawn [FY 2024-2025]</b>	NIL	NIL	NIL
<b>Remuneration sought to be paid</b>	Entitled to remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.	Entitled to remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.	Entitled to remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.

<b>Name of the Director</b>	<b>Mr. Kunal Kothari</b>	<b>Mr. Tejas Rathod</b>	<b>Mr. Ishank Joshi</b>
<b>Shareholding in Lucent Industries Limited</b>	33,80,521	33,80,520	NIL
<b>Shareholding as a beneficial owner</b>	NIL	NIL	NIL

**B. Disclosure related to item No. 6,7 and 8 of the notice.**

<b>Name of the Director</b>	<b>Ms. Kanchan Vohra</b>	<b>Mr. Amit Mundra</b>	<b>Mr. Pankaj Jain</b>
<b>DIN</b>	03597614	01491934	02920279
<b>Date of Birth &amp; age</b>	19.03.1979 Age: 46 years	01.03.1980 Age: 45 years	29.05.1985 Age: 39 years
<b>Date of first appointment</b>	27th January, 2025	27th January, 2025	27th January, 2025
<b>Nature of his/her expertise in specific functional areas</b>	Ms Kanchan is an accomplished legal professional with over 20 years of extensive experience, including 12+ years in leadership roles as in-house counsel. Renowned for delivering strategic legal solutions across diverse industries. Adept at navigating complex regulatory landscapes and aligning legal strategies with business objectives to drive organizational success. Expert in contract management, compliance, and litigation, with a proven track record of drafting, vetting, and negotiating high-value agreements, including NDAs, service level agreements, employment contracts, and lease agreements. Comprehensive expertise in legal compliance areas such as trade licensing, FSSAI, legal metrology, labour laws, POSH compliance, and statutory regulations.	Mr. Amit is a Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). With 21 years of experience, he has developed a strong expertise in Corporate Finance, System Audits, Investigation & Inspection assignments, as well as various Bank Audits. He was Elected as a Member of Western India Student Association in the Year 2000-2001. He has also served as member of various Comities of WIRC and member of Membership and Public Relationship Committee of Chamber of Tax Consultant. He is managing committee member of Vasai CA Hostel Alumni.	Mr. Pankaj is a qualified Chartered Accountant and currently serves as the President (Retail) at KKCL. With extensive expertise in finance and auditing, he brings a wealth of knowledge to his role. Additionally, Mr. Pankaj possesses a strong understanding of the e-commerce sector and is well-versed in global business expansion strategies.
<b>Qualification</b>	Bachelor of Law, PG Diploma in Computer Science, Bachelor of Commerce.	Chartered Accountant, qualified DISA (ICAI), Bachelor of Commerce.	Chartered Accountant, Bachelor of Commerce.
<b>Relationship with other Directors, Managers and KMPs</b>	NIL	NIL	NIL
<b>Directorship held in other listed entities</b>	NIL	Unilex Colours and Chemicals Limited	NIL
<b>Membership of Committees of the Board in other listed entities</b>	NIL	Audit Committee – Member; Stakeholders Relationship Committee – Chairperson & Member; Nomination and Remuneration Committee – Member;	Not applicable

Name of the Director	Ms. Kanchan Vohra	Mr. Amit Mundra	Mr. Pankaj Jain
Listed entities from which he/she has resigned in the past 3 (three) years	NIL	NIL	NIL
Number of meetings of the Board attended during the year 2024-2025 [Out of 12 (twelve) held]	5	5	5
Terms and conditions of Appointment or Reappointment	As per the explanatory statement.	As per the explanatory statement.	As per the explanatory statement.
Remuneration last drawn [FY 2024-25]	Not applicable	Not applicable	Not applicable
Remuneration sought to be paid	Eligible for sitting fees	Eligible for sitting fees	Eligible for sitting fees
Shareholding in Lucent Industries Limited	NIL	NIL	NIL
Shareholding as a beneficial owner	NIL	NIL	NIL

Date: 13th March, 2025  
Place: Indore

**By the order of the Board  
For Lucent Industries Limited**

**Registered Office:**

208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,  
Army Head Quarter Indore, Madhya Pradesh- 452006.  
CIN: L74110MP2010PLC023011  
Email: sylphedu@gmail.com  
Website: [www.lucentindustries.in](http://www.lucentindustries.in)

Sd/-  
**Manali Gohil**  
**Company Secretary**  
**(Membership No. – A64629)**