

## **Notice of the 37<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Graphisads Limited ("Company") will be held on through Video Conferencing (VC) mode on Monday, September 30, 2024 at 01.30 P.M. at the registered office of the Company at 4/24A, First Floor, AB House, Asaf Ali Road, New Delhi-110002. All the directors, Statutory Auditors or her representative and the Secretarial Auditors are invited to participate physically at the meeting. Following businesses shall be transacted the meeting:

### **A. ORDINARY BUSINESS:**

To pass with or without modification, the following resolution no. 1 & 2 as *ordinary resolutions*.

#### **1. ADOPTION OF FINANCIAL STATEMENTS, DIRECTOR'S REPORT AND AUDITOR'S REPORT**

**"RESOLVED THAT** the Audited Financial Statements of the Company together with the consolidated financial statements for the financial year ended on 31<sup>st</sup> March 2024, together with the reports of Auditors and Directors thereon, be and are hereby received, noted, considered and adopted by the shareholders of the Company."

#### **2. TO APPOINT A DIRECTOR IN PLACE OF DIRECTOR RETIRED BY ROTATION**

**"RESOLVED THAT** Mr. Deepak Bahuguna (DIN- 08103387), the Whole time Director of the Company, who has retired by rotation at this Annual General Meeting, be and is hereby re-appointed as the director in the capacity of Whole Time Director of the Company, and his appointment shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013 and further that his retirement and re-appointment as such shall not be deemed to constitute any break in his office either as director or Whole Time Director and the terms and conditions of his appointment as Whole time Director shall continue as it is and further that his tenure of office of Whole Time Director shall continue to be deemed to run from his original appointment as WTD on 29<sup>th</sup> May 2024."

### **B. SPECIAL BUSINESS**

To pass with or without modification, the following resolution no. 3 & 4 as *ordinary resolutions*.

#### **3. TO APPROVE THE APPOINTMENT OF MR. ALOK GUPTA AS WHOLE TIME DIRECTOR**

**"WHEREAS** Mr. Alok Gupta (DIN: 01456388), the directors of the Company was already an Executive Director and was discharging his duties and responsibilities very efficiently;

**AND WHEREAS** on the recommendation of the Nomination & Remuneration Committee, the Board has appointed Mr. Alok Gupta as Whole Time Director from 30<sup>th</sup> May 2024 to

For GRAPHISADS LIMITED

Page 1 of 18

  
Shobharam Dhama  
Company Secretary  
M. No. 23402

29<sup>th</sup> May 2029 and that the appointment was subject to approval of the shareholders in general meeting.

**“NOW THEREFORE IT IS RESOLVED THAT** considering the recommendations of the Nomination and Remuneration Committee and the personal traits and the duties and responsibilities already being discharged by him, the appointment of Mr. Alok Gupta as Whole Time Director by the Board, from 30<sup>th</sup> May 2024 to 29<sup>th</sup> May 2029, and the terms and conditions of such appointment, be and are hereby approved by the shareholders of the Company.”

**4. TO APPROVE THE APPOINTMENT OF MR. DEEPAK BAHUGUNA AS WHOLE TIME DIRECTOR**

**“WHEREAS** Mr. Deepak Bahuguna (DIN: 08103387), the directors of the Company is already in whole time employment and is discharging his duties and responsibilities as in charge Accounts, very efficiently.

**AND WHEREAS** on the recommendation of the Nomination & Remuneration Committee, the Board has appointed Mr. Deepak as Whole Time Director from 30<sup>th</sup> May 2024 to 29<sup>th</sup> May 2029 and that the appointment was subject to approval of the shareholders in general meeting.

**“NOW THEREFORE IT IS RESOLVED THAT** considering the recommendations of the Nomination and Remuneration Committee and the personal traits and the duties and responsibilities already being discharged by him, the appointment of Mr. Deepak Bahuguna as Whole Time Director by the Board, from 30<sup>th</sup> May 2024 to 29<sup>th</sup> May 2029, and the terms and conditions of such appointment, be and are hereby approved by the shareholders of the Company.”

For and on behalf of the Board of Directors  
**M/s Graphisads Limited**

Date: 06-09-2024

Place New Delhi

Shobharam Dhama  
Company Secretary  
Mem. No: A 23402

**EXPLANATORY STATEMENT, DISCLOSURE OF INTEREST, INFORMATION AND FACTS UNDER CLAUSE (A) & (B) OF SECTION 102(1)**

**ITEM NO- 3**

**TO APPROVE THE APPOINT OF MR. ALOK GUPTA AS WHOLE TIME DIRECTOR**

The Board of Directors of the company in view to strengthen the Board and keeping in view the duties and responsibilities being discharged by Mr. Alok Gupta (DIN: 01456388) took the decision to appoint him as the as the Whole Time Directors of the Company for a period of five years from 30-05-2024 to 29-05-2029 in their Board meeting held on 29-05-2024. The appointment so made was subject to the approval of the shareholders in the General meeting of the Company.

Mr. Alok Gupta is leading many departments in the Company and his skill and knowledge in these fields have made a significant contribution to the company's expansion and success. He is he having experience of more than 15 years in sales, marketing, business operations, and business development. The Board after considering his active involvement in the day to day affairs of the Company's business and contribution made for the growth of the Company opined to appoint him as Whole Time Director of the Company.

Further, the appointment is made after the recommendation and advice received from the Nomination & Remuneration Committee. The appointment and terms of the appointment was subject to the approval of the Shareholders in the next general meeting.

Hence the Board recommends, the appointment of Whole-time Director including the terms of his appointment, to be approved by the shareholders of the company through the Ordinary resolution. ***Terms of Appointment is attached as Annexure- I.***

**Disclosure of Interest:** Mr. Alok Gupta is interested in the resolution as Director and Shareholder of the Company. Mr. Mukesh Kumar Gupta, Director is interested in the resolution as the Relative of Mr. Alok Gupta and being the shareholder of the Company. Further Mrs. Padma Gupta W/o Sh. Mukesh Kumar Gupta and mother of Mr. Alok Gupta is interested in the resolution being the shareholder of the Company. Apart from this no other Director, KMP or their relative is inserted in the resolution.

**ITEM NO- 4**

**TO APPROVE THE APPOINT OF MR. DEEPAK BAHUGUNA AS WHOLE TIME DIRECTOR**

The Board of Directors of the company in view to strengthen the Board and keeping in view the duties and responsibilities being discharged by Mr. Deepak Bahuguna (DIN: 08103387) took the decision to appoint him as the as the Whole Time Directors of the Company for a period of five years from 30-05-2024 to 29-05-2029 in their Board meeting held on 29-05-2024. The appointment so made was subject to the approval of the shareholders in the General meeting of the Company.

Mr. Deepak Bahuguna is leading the accounts department and also looking after the many departments including the finance department in the Company and his skill and knowledge in the fields of accounting have made a prospective approach and contribution to the company's financial requirements. He is having a vast experience in the field of practical accounting and preparation of final accounts of the Company. The Board after considering his day to day active involvement in the affairs of the Company's opined to appoint him as Whole Time Director of the Company.

Further, the appointment is made after the recommendation and advice received from the Nomination & Remuneration Committee. The appointment and terms of the appointment was subject to the approval of the Shareholders in the next general meeting.

Hence the Board recommends, the appointment of Whole-time Director including the terms of his appointment, to be approved by the shareholders of the company through the Ordinary resolution. **Terms of Appointment is attached as Annexure- II.**

**Disclosure of Interest:** Mr. Deepak Bahuguna is interested in the resolution as Director of the Company. No other Director, KMP or their relative is inserted in the resolution.

#### **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and

Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.graphisads.com](http://www.graphisads.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on 27<sup>th</sup> September, 2024 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2024 at 05:00 P.M. 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. 20<sup>th</sup> September 2024, 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 20<sup>th</sup> September 2024.**

**[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	1. 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

Type of shareholders	Login Method
mode with NSDL.	<p>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.</p> <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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. 1800-21-09911

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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 [sharma.csdeepak@gmail.com](mailto:sharma.csdeepak@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, NSDL at [evoting@nsdl.com](mailto:evoting@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 [cs@graphisads.com](mailto:cs@graphisads.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 [cs@graphisads.com](mailto:cs@graphisads.com). If you are an Individual shareholders 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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 [cs@graphisads.com](mailto:cs@graphisads.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at [cs@graphisads.com](mailto:cs@graphisads.com) on or before 26<sup>th</sup> September 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**TERMS OF APPOINTMENT OF MR. ALOK GUPTA AS WHOLE TIME DIRECTOR**

1. Mr. Alok Gupta having been appointed as Whole Time Director of the Company shall perform the duties required to be performed by him in terms of the Companies Act, 2013 as amended (hereinafter the "Act") from time to time and all other applicable laws and statutes and shall exercise the powers, which may, from time to time be assigned to or vested in him in accordance with the provisions of the Act and by the Board of Directors of the Company.
2. The Whole Time Director shall hold office as Whole Time Director of the Company, subject to the terms and conditions set forth herein and to compliance with the requirements stipulated by the Act for the term of five years commencing from 30-05-2024 to 29-05-2029 subject to liable to retire by rotation.
3. The Whole Time Director shall devote, throughout the said term, attention and abilities to the business of the Company and shall carry out the directions given, from time to time by the Board of Directors of the Company and he shall in all respects confirm to and comply with the directions and regulations made by such Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interest of the Company.
4. The Whole Time Director have all the powers and authorities as provided by Board of Directors from time to time, subject to the control and directions of the Board of Directors and except the powers which are required to be exercised by the Board in a Meeting in accordance with the provisions of the Act and the Articles of Association of the Company. All decisions made and action taken by the Whole Time Director will be subject to the guidance of the Board of Directors.
5. The Whole Time Director with the prior approval of the Board of Directors will have power to sign all contracts, deeds and documents proposes to be executed by the Company, to represent the Company in dealing with others including state and Central Governments and other Government/Semi Government/Local Government and Municipal Authorities/ bodies and/or agencies and also to sign all pleadings, applications and other papers required to be filed in any court proceedings by or against the Company.
6. The Whole Time Director will have power to appoint, confirm, terminate, transfer, promote, the employees of all levels, appoint consultants for facilitating commercial and related activities for fixed periods and have control and supervision assignment allotted to them and to delegate this authority to such other the Company as may be deemed fit by him.
7. The Company shall subject to the ceiling limits laid down in section 197 of the Companies Act, 2013 and in accordance with the provisions of schedule V to the Companies Act, 2013, as amended, pay to the Whole Time Director as from 01<sup>st</sup> Day of June, 2024, remuneration for his services as Whole Time Director as under:

**(1) Salary comprising of**

- a) Rupees 2,50,000/- (Rupees Two Lakh and Fifty Thousand) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.
- b) Annual performance incentive including Limit on Performance incentive:

Not exceeding five times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders

**(2) Perquisites**

- (a) Company's contribution to provident fund and superannuation fund, subject to the company's policy, to the extent these either singly or put together are not taxable under the Income-tax Act.
- (b) Gratuity at the rate of one month's salary, for each completed year of service. (For this his services from beginning of his appointment as WTD shall be considered)
- (c) Leave with full pay as per the rules of the company, with encashment of un-availed leave being allowed.
- (d) Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and boarding/lodging expenses for patient and attendant.
- (e) Reimbursement of actual travelling expenses for proceeding on leave from Delhi to any place in India or abroad and return therefrom once a year in respect of himself and family.
- (f) Reimbursement of membership fees for one club in India or abroad, including any admission / life membership fees.
- (g) Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- (h) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, or such other reason as may be approved by the board of directors from time to time.
- (i) Free use of company's car for company's work as well as for personal purposes along with driver.
- (j) Telephone, tele-fax and other communication facilities at Company's cost.
- (k) Subject to any statutory ceiling/s, the Whole Time Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- (l) **Valuation of Perquisites**  
Perquisites / allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**(3) Minimum Remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the WTD shall, subject to the approval of the central government, if required, be paid remuneration by way of salary and perquisites as

set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

#### **(4) Computation of Ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 2(a) above.
- b) Gratuity payable as per para 2(b), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 2(c) above.

#### **Other terms**

- (1) In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the Board of Directors of the Company, including committee of the Board, if necessary, may revise the terms of remuneration (including minimum remuneration) and perquisites as set out hereinabove and add to, change or delete any of the said terms, if agreed to by the Board.
- (2) In the event, the WTD ceases to be a director of the company for any reason whatsoever, he will also cease to be the WTD of the company.
- (3) If before the expiration of the said term, the tenure of office of the Whole Time Director is determined, the WTD shall be entitled in accordance with and subject to the provisions of the Companies Act, 2013 in that behalf, to compensation from the company for the loss of office.
- (4) The WTD shall be entitled at any time to resign office as Whole Time Director after giving the company at least ninety days' notice in writing in that behalf.
- (5) The WTD shall be entitled to reimbursement of all expenses, which may be incurred by him for and on behalf of the company.
- (6) The WTD shall be liable to retire by rotation. In case of re-appointment after retirement by rotation, it will not be considered as break in his service.
- (7) The terms and conditions of appointment contained hereinabove may be altered or varied by the Board in such manner as it may deem fit and as is acceptable to the Whole Time Director.
- (8) No regulation made by the company in a general meeting or a resolution passed by the Board of Directors shall invalidate any prior act of the WTD of the company, which would have been valid if the regulation or resolution had not been made or passed.

- (9) In the event of any dispute or difference at any time arising between the Company and the WTD in respect of this agreement or the several matters specified herein or with reference to anything out of or incidental thereto, such dispute or difference shall be submitted to and be decided by arbitration of two arbitrators, one to be appointed by each party to the dispute or difference, which arbitrators shall appoint an umpire before taking upon themselves the burden of the reference and this agreement shall be deemed to be submission to the Arbitration and Conciliation Act, 1996 and all the provisions of that Act (except as is hereby expressly varied) shall be deemed to apply to any reference thereunder.
- (10) The Courts at the NCT of Delhi shall have the exclusive jurisdiction over all proceedings arising out of or in connection with this Agreement.

***Annexure- II***

**TERMS OF APPOINTMENT OF MR. DEEPAK BAHUGUNA AS WHOLE TIME DIRECTOR**

1. Mr. Deepak Bahuguna having been appointed as Whole Time Director of the Company shall perform the duties required to be performed by him in terms of the Companies Act, 2013 as amended (hereinafter the "Act") from time to time and all other applicable laws and statutes and shall exercise the powers, which may, from time to time be assigned to or vested in him in accordance with the provisions of the Act and by the Board of Directors of the Company.
2. The Whole Time Director shall hold office as Whole Time Director of the Company, subject to the terms and conditions set forth herein and to compliance with the requirements stipulated by the Act for the term of five years commencing from 30-05-2024 to 29-05-2029 subject to liable to retire by rotation.
3. The Whole Time Director shall devote, throughout the said term, attention and abilities to the business of the Company and shall carry out the directions given, from time to time by the Board of Directors of the Company and he shall in all respects confirm to and comply with the directions and regulations made by such Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interest of the Company.
4. The Whole Time Director have all the powers and authorities as provided by Board of Directors from time to time, subject to the control and directions of the Board of Directors and except the powers which are required to be exercised by the Board in a Meeting in accordance with the provisions of the Act and the Articles of Association of the Company. All decisions made and action taken by the Whole Time Director will be subject to the guidance of the Board of Directors.
5. The Whole Time Director with the prior approval of the Board of Directors will have power to sign all contracts, deeds and documents proposes to be executed by the Company, to represent the Company in dealing with others including state and Central Governments and other Government/Semi Government/Local Government and Municipal Authorities/ bodies and/or agencies and also to sign all pleadings, applications and other papers required to be filed in any court proceedings by or against the Company.

6. The Whole Time Director will have power to appoint, confirm, terminate, transfer, promote, the employees of all levels, appoint consultants for facilitating commercial and related activities for fixed periods and have control and supervision assignment allotted to them and to delegate this authority to such other the Company as may be deemed fit by him.
7. The Company shall subject to the ceiling limits laid down in section 197 of the Companies Act, 2013 and in accordance with the provisions of schedule V to the Companies Act, 2013, as amended, pay to the Whole Time Director as from 01<sup>st</sup> Day of June, 2024, remuneration for his services as Whole Time Director as under:

**(1) Salary comprising of**

- a) Rupees 70,000/- (Rupees Seventy Thousand) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.
- b) Annual performance incentive including Limit on Performance incentive:

Not exceeding five times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders

**(2) Minimum Remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the WTD shall, subject to the approval of the central government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

**Other terms**

- (1) In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the Board of Directors of the Company, including committee of the Board, if necessary, may revise the terms of remuneration (including minimum remuneration) and perquisites as set out hereinabove and add to, change or delete any of the said terms, if agreed to by the Board.
- (2) In the event, the WTD ceases to be a director of the company for any reason whatsoever, he will also cease to be the WTD of the company.
- (3) If before the expiration of the said term, the tenure of office of the Whole Time Director is determined, the WTD shall be entitled in accordance with and subject to the provisions of the Companies Act, 2013 in that behalf, to compensation from the company for the loss of office.
- (4) The WTD shall be entitled at any time to resign office as Whole Time Director after giving the company at least ninety days' notice in writing in that behalf.

- (5) The WTD shall be entitled to reimbursement of all expenses, which may be incurred by him for and on behalf of the company.
- (6) The WTD shall be liable to retire by rotation. In case of re-appointment after retirement by rotation, it will not be considered as break in his service.
- (7) The terms and conditions of appointment contained hereinabove may be altered or varied by the Board in such manner as it may deem fit and as is acceptable to the Whole Time Director.
- (8) No regulation made by the company in a general meeting or a resolution passed by the Board of Directors shall invalidate any prior act of the WTD of the company, which would have been valid if the regulation or resolution had not been made or passed.
- (9) In the event of any dispute or difference at any time arising between the Company and the WTD in respect of this agreement or the several matters specified herein or with reference to anything out of or incidental thereto, such dispute or difference shall be submitted to and be decided by arbitration of two arbitrators, one to be appointed by each party to the dispute or difference, which arbitrators shall appoint an umpire before taking upon themselves the burden of the reference and this agreement shall be deemed to be submission to the Arbitration and Conciliation Act, 1996 and all the provisions of that Act (except as is hereby expressly varied) shall be deemed to apply to any reference thereunder.
- (10) The Courts at the NCT of Delhi shall have the exclusive jurisdiction over all proceedings arising out of or in connection with this Agreement.