



NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH (29<sup>th</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE FRUITION VENTURE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, 25<sup>th</sup> SEPTEMBER, 2023 at 3:00 P:M (IST) THROUGH VIDEO CONFERENCING (VC) /OTHER AUDIO –VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

**ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 31<sup>st</sup> MARCH, 2023**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** To receive, consider and adopt the audited financial statements for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2: APPOINTMENT OF DIRECTOR TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Krishan Kumar Aggarwal (DIN: 02452405) who retires by rotation and, being eligible, offers himself for re-appointment and to pass with or without modification(s) the following as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Krishan Kumar Aggarwal, Director to the extent that he is required to retire by rotation and to continue as the Director of the Company.

**ITEM NO. 3 TO APPROVE THE APPOINTMENT OF AUDITOR TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION AND TO APPOINT STATUTORY AUDITORS FROM THE CONCLUSION OF THIS 29<sup>th</sup> ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION**

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





**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable Provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of **M/s Sunil K Gupta & Associates, Chartered Accountants, New Delhi (FRN No. 002154N)**, Chartered Accountants for the Financial Year 2023-24, as done by the Board to fill the casual vacancy caused by the resignation of M/s P. Aggarwal & Associates, Chartered Accountants(FRN-N500043), to hold office until the conclusion of this 29<sup>th</sup> Annual General Meeting, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**“FURTHER RESOLVED THAT** pursuant to provisions of Section 139, and other applicable Provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s Sunil K Gupta & Associates, Chartered Accountants, New Delhi (FRN No. 002154N)**, be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this 29<sup>th</sup> Annual General Meeting to until the conclusion of 34<sup>th</sup> Annual General Meeting of the Company and on a remuneration as mutually agreed.”

**“FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

#### **SPECIAL BUSINESS:**

#### **ITEM NO: 4 -APPOINTMENT OF MR. AMIT SINGH TOMAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions if any of the Companies Act 2013, the act and the rules made thereunder read with schedule IV of the said act and regulation of SEBI (listing obligation and disclosure requirements regulations), 2015, including any statutory modification or re-





enactment thereof for the time being in force and pursuant to Articles of Association of the Company, **Mr. Amit Singh Tomar (DIN: 10063772)** who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Company Act, 2013 and listing regulation and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the director, be and is hereby appointed as Independent director of the Company for a term of 5(Five) consecutive years and to hold office from 25<sup>th</sup> September, 2023 to 24<sup>th</sup> September, 2028

**ITEM NO: 5 -APPOINTMENT OF MS. SHEFALI KESARWANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions if any of the companies act 2013, the act and the rules made thereunder read with schedule IV of the said act and regulation of SEBI (listing obligation and disclosure requirements regulations), 2015, including any statutory modification or re-enactment thereof for the time being in force and pursuant to Articles of Association of the Company, **Ms. Shefali Kesarwani (DIN: 10259458)** ,who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Company Act, 2013 and listing regulation and who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the director, be and is hereby appointed as Independent director of the Company for a term of 5(Five) consecutive years and to hold office from 25<sup>th</sup> September, 2023 to 24<sup>th</sup> September, 2028

**ITEM NO.6: TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013**

To consider and if though fit, to pass with or without modification the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association by deleting Clause III (C) – “Other Objects of the Company not included in ‘A’ and ‘B’ above” and accordingly Memorandum of Association will no longer carry Other Objects.



**RESOLVED FURTHER THAT** in accordance with the Schedule I of the Act, the Clause III (A), III (B) of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**ITEM NO.7: ADOPTION OF ARTICLE OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Article of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the clauses contained in the existing Articles of Association of the Company with immediate effect.

“**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 considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO-8 TO CHANGE THE MAIN OBJECT CLAUSE OF THE NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules,





2014 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the Table A of the Schedule I of the Act and such other approvals, permissions and sanctions, as may be necessary, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Delhi, for the alteration of the object clause of the Memorandum of Association of Company such that:

- The existing Clause III (A) of MOA of the Company shall be replaced with the following new clause III (A):

**A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

1. To carry on the business of buying, selling reselling and trading of all kinds of Goods finished, semi-finished, raw material items, articles, merchandise, products such as agricultural, industrial, chemical or marine, stones, pieces of arts antiques, handicrafts, machinery, equipment, capital goods and any other items capable of purchasing selling, importing, exporting and trading and to be appointed as agents and/or distributors or commission, allowance, retainer ship, incentive basis.
2. To carry on the business of exporters and importers, selling agents, stockiest, merchants and manufactures representatives, dealers of all kinds of consumer durable, consumer or industrial goods, garments engineering goods of any description and nature.
3. To carry on the business of Manufactures, producers, buyers, sellers, importers, exporters, dealers, Agents, and distributors of local and foreign Companies in the following areas:
  - a. Plastic and polymeric materials of all kinds including moulded articles like Furniture, brief/suitcases etc. Monomers, Processed Semi Finished plastic of all kinds, polymeric foams, PET granules of all grades and master Batches for plastic, PVC Materials and other allied products including the manufacture of bottles and other containers of our of PET, PVC another materials belonging to the same family, including the processing Secondary grade plastic.
  - b. Resins and Compounds, Antifibrillant Master Batch, Colour Master Batches Reinforced Plastics, Engineering Plastics, Reprocessing of plastic, Additives Pigments, Fillers and Chemicals, of Plastics, Polymeric Materials, Processed Semi Finished Plastic of all kind of allied products.
4. To carry or in India or elsewhere the business to manufacture, produce, process, Convert, commercialize, design, develop, display, discover, mould, remould, Blow extrude, draw, dye, equip, fitting up, fabricate, manipulate, prepare, promote, remodel, service, supervise, supply, import, export, buy, sell turn to account and to



act as agent, broker, concessionaries, consultant, collaborator, consignor, job-worker, export house or otherwise to deal in all shapes, sizes, varieties, colour, capacities, modalities, specification, descriptions & applications of systems, novelties, substitutes, households, kitchenware, sanitary ware, toys, ropes, gift articles, building materials, monofilaments, pipes, furniture, baggage's, hardware's, sheets, films, laminations etc. used in industries, trade, commerce, utilities, hospitals, transports, aviation, defence, entertainment, hotels, house stores, agriculture, packing, electrical & electronics and other allied fields whether made of

5. Plastics, plastics scraps, HDPE, PVC, LDPE, LLPDE, Polymers, co-polymers monomer, Elastomers, resins, polyesters and other allied materials with or without combinations of other ferrous or non-ferrous materials.
6. To Manufacture, buy, sell, export, outsource, or otherwise deal in all kinds of home Appliances, household items, and lifestyle products.
7. To Manufacture, buy, sell, export, import, outsource or otherwise deal wooden/hybrid furniture/construction material of all kinds.
8. To develop a tech platform and engage various Companies, dealers distributors and other stakeholders for business transactions and providing advisory services.
9. To Carry out business or outsourcing of recycling of plastic of all forms.

**“RESOLVED FURTHER THAT** Mr. Nitin Aggarwal, Managing Director and Mr. Krishan Kumar Aggarwal, Director of the Company be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to the incorporation of amendment / suggestion / observation made by the Registrar of Companies, Registrar of Companies, NCT of Delhi & Haryana/Registrar of Companies, Delhi, to the extent applicable.”

**ITEM-9 APPROVAL OF REVISED REMUNERATION PAYABLE TO MR. NITIN AGGARWAL (DIN: 01616151), MANAGING DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** Pursuant to the provisions of Section 197 196, 197, 198, read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Nitin Aggarwal (DIN: 01616151) of the Company, on the terms and conditions including remuneration as mentioned below:





### **Salary & Perquisites:**

1. Basic Salary: Rs.70,000/- per month
2. House Rent Allowance of Rs. 30,000/- per month
3. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year as per rules of the Company.
4. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
5. Reimbursement of membership fees for a maximum of two clubs.
6. Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum as per the policy of the Company.
7. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
8. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

**Other Terms and Conditions:** The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

**RESOLVED FURTHER THAT** Mr. Krishan Kumar Aggarwal, Director and Mr. Nitin Aggarwal, Managing Director of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**For and on Behalf of the Board of Directors**

**For Fruition Venture Limited**

**Sd/-**

**Nitin Aggarwal**  
Managing Director  
DIN-01616151

Date: 26-08-2023

Place: Delhi

### **Registered Office Address:**

1301, Padma Tower-1,  
Rajendra Place, New Delhi-110008  
CIN: L74899DL1994PLC058824

[www.fruitionventure.com](http://www.fruitionventure.com)



## 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, participate thereat, 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.
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 Central Depository Services (India) Limited 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 CDSL.
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.fruitionventure.com](http://www.fruitionventure.com). 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 AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.cdslindia.com](http://www.cdslindia.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.

8. Being appointment/re-appointment at the meeting, a brief resume along with the details of other Directorship and Shareholding in the Company of Board of Directors pursuant to in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, are provided as an annexure to this Notice.

9. Members holding shares in physical form may send scan copy of a signed request, letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [cs@fruitionventure.com](mailto:cs@fruitionventure.com)

**10. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed **19<sup>th</sup> September, 2023 to 25<sup>th</sup> September, 2023** for the purpose of the Annual General Meeting. The Record date/Cut-off date to determine the eligibility of members for the purpose of voting is **18<sup>th</sup> September, 2023**.

11. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s RCMC Share Registry Private Limited at the address mentioned below:

**RCMC Share Registry Private Limited**

**B-25/1, 1<sup>st</sup> Floor, Phase-II**

**Okhla Industrial Area**

**New Delhi -110020.**

**011-26387320, 26387321**

**Email: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)**

12. The Equity Shares of the Company are listed on BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said exchanges for the year 2022-23.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

14. Since this AGM is being held through VC/OAVM facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxy to attend and



cast vote for the Members is not available at this AGM and hence Proxy Form and Attendance slips are not annexed to this Notice.

**15.** As per MCA above mention circulars, the Notice of the AGM has been sent through electronic mode to all members. The Statutory Registers, as applicable to the company, are available for inspection of the Members through electronic mode. Members desiring inspection of a Statutory Registers during the AGM may send their request in writing to the Company at [cs@fruitionventure.com](mailto:cs@fruitionventure.com)

**16.** The relevant Explanatory statement present to Section 102 of the Companies Act, 2013, in respect of the business given in this Notice in Item No. 4, 5, 6, 7, 8 and 9 is annexed hereto.

**17.** Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

**18.** The Board of Directors of the Company has appointed **Ms. Jinu Jain, Practicing Company Secretary (FCS-9058 | CP: 10379)**, of M/s Jinu Jain Company Secretaries, as the Scrutinizer to scrutinize the process for remote e Voting and e-Voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

**19.** The Scrutinizer shall, immediately after the conclusion of the AGM, count the votes cast through e-Voting at the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

**20.** The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at [www.fruitionventure.com](http://www.fruitionventure.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com)

**21.** The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the AGM.

## **22. Voting through Electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central depository Services Limited (CDSL).





**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **21<sup>st</sup> September, 2023 at 9:00A.M. (IST) to 24<sup>th</sup> September, 2023 at 5:00 P.M.(IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **18<sup>th</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</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 with NSDL Depository | <ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>   |





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|---|---|
|   | <ol style="list-style-type: none"><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <ol style="list-style-type: none"><li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>   |

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



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

| <b>Login Type</b>   | <b>Helpdesk Details</b>  |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | 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 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul> |
| Dividend   | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)  |





|                       |  |
|-----------------------|--|
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.   |
| <b>OR</b>             |  |
| Date of Birth (DOB)   | <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul> |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to





Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting. Mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.**
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered Invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

➤ **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@fruitionventure.com](mailto:cs@fruitionventure.com)/RTA email id [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



## EXPLANATORY STATEMENT

### **PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013, SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

#### **ITEM NO: 4**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Amit Singh Tomer as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of the director as Independent Directors from 25<sup>th</sup> September, 2023 to 24<sup>th</sup> September, 2028 Mr. Amit Singh Tomer non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the Members for their approval.

The appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

In the opinion of the Board of Directors; he possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and He is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

Copy of letter of appointment of Mr. Amit Singh Tomer setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of Mr. Amit Singh Tomer, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial





Standards on General Meetings (SS-2), is given at Annexure A to this Notice. **Brief profile of Mr. Amit Singh Tomer is given at Annexure A to this Notice.**

Except Mr. Amit Singh Tomer, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

#### **ITEM NO 5**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed **Ms. Shefali Kesarwani** as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of the director as Independent Directors from 25<sup>th</sup> September, 2023 to 24<sup>th</sup> September, 2028 **Ms. Shefali Kesarwani**, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the Members for their approval.

The appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

In the opinion of the Board of Directors; he possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and she is independent of the management of the Company. She holds valid registration certificate with the Databank of Independent Directors.

Copy of letter of appointment of **Ms. Shefali Kesarwani** setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of **Ms. Shefali Kesarwani**, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. **Brief profile of Ms. Shefali Kesarwani is given at Annexure A to this Notice.**



Except Ms. Shefali Kesarwani, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

#### **ITEM NO 6 &7**

The fruition Venture Limited was incorporated on 05<sup>th</sup> May 1994 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

The Directors recommend the Special resolution set out in the Notice for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution set out at Item No. 6 &7 of the Notice.

#### **ITEM NO 8**

The management of the Company has proposed to diversify its business into trading & manufacturing of Plastic and polymeric materials and other activity as set out in the resolution.

In view of the alteration of the Memorandum of Association of the Company due to proposed change in main object clause. Approval of shareholders is required to change the existing business activity of the Company.

The Directors recommend the Special Resolution set out in the Notice for the approval of the Members.

None of the Promoters /Directors of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.





## **ITEM NO. 9**

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Nitin Aggarwal, Managing Director, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 25<sup>th</sup> August, 2023, has approved the proposal to increase the salary of Mr. Nitin Aggarwal, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 9 of the accompanying notice w.e.f. 1st October, 2023.

The Board recommend the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Except **Mr. Nitin Aggarwal, Mr. Krishan Kumar Aggarwal** None of the Promoters /Directors of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.





**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29<sup>th</sup> ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 25<sup>th</sup> SEPTEMBER, 2023 [PURSUANT TO REGULATION 36(3) AND 26(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

| <b>Name of Director</b>   | <b>Mr. Amit Singh Tomer</b>  | <b>Ms. Shefali Kesarwani</b>  |
|---|--|---|
| <b>Designation</b>  | Independent Director   | Independent Director  |
| <b>Date of Birth</b>  | 05.03.1982   | 20.03.1993  |
| <b>Relationship with Directors and Key Managerial personnel</b>   | None   | None  |
| <b>Expertise in specific functional area</b>  | Mr. Amit Singh Tomar, is an Associate Member of ICSI and Law Graduate. He started his carrier way back in 2010 at present he is Independent Director of a company and He is serving as Company Secretary & Head Legal of a Listed Company. He has rich experience in all fields of Corporate Legal matters like Arbitration including International Arbitration, Intellectual Property Rights, Commercial Courts, Stamp Adjudication matters. He served various Real Estate Companies, Auto Mobile Companies and other Manufacturing Companies | Ms. Shefali Kesarwani is a qualified Company Secretary and law graduate. She has worked as a Company Secretary with reputed listed organization. She has vast experience of over 6 years in the field of secretarial, legal and compliance. |
| <b>Qualification</b>  | CS, LL.B   | CS, LL.B  |
| <b>Chairmanships/Membership of the Committees of other public limited companies as on March 31<sup>st</sup>, 2021</b> | None   | None  |





|  |      |      |
|--|------|------|
| <b>on March 31<sup>st</sup> , 2023</b>   |      |      |
| <b>Board Member of other listed Company as on March 31<sup>st</sup> , 2023</b>         | None | None |
| <b>Number of equity shares held in the Company as at March 31<sup>st</sup> , 2023.</b> | NIL  | NIL  |

For and on Behalf of the Board of Directors  
For Fruition Venture Limited  
Sd/-

**Nitin Aggarwal**  
Managing Director  
DIN-01616151

**Date: 26.08.2023**

Place: Delhi

**Registered Office Address:**

1301, Padma Tower-1,

Rajendra Place, New Delhi-110008

CIN: L74899DL1994PLC058824

[www.fruitionventure.com](http://www.fruitionventure.com)