

NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting of T-Erudite Ship Managers Private Limited (CIN: U63030MH2017PTC292399) will be held on Thursday, 11th July, 2024 at 3:30 P.M. at the Registered office of the Company situated at 10A, Bakhtawar, Nariman Point, Mumbai - 400021, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as on 31st March, 2024, Profit and Loss Account for the year ended on that date and Reports of Directors' and Auditors.

Special Business:

2. To appoint M/s. Darshan Bheda & Associates, Chartered Accountants (Firm Registration Number: 129734W) as Statutory Auditors 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 139, 141, 142 and all other applicable provisions if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Board of Directors of the Company, M/s. Darshan Bheda & Associates, Chartered Accountants (Firm Registration Number 129734W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the (7th) Seventh Annual General Meeting till the conclusion of the (12th) Twelfth Annual General Meeting at such remuneration and reimbursement of all out of pocket expenses and other costs, taxes, etc. as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, without being required to

seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution.”

NOTES:

1. The relevant explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted in the Meeting is annexed hereto.
2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. The instrument appointing a proxy should, however, be deposited at the registered office of the company, not later than 48 hours before the time for holding the Meeting.
4. A Corporate Member intending to send its authorized representatives to attend this Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send a certified true copy of the Resolution authorizing such representative to attend and vote on its behalf in the Meeting.
5. The Statutory Registers and other documents of the Company are available for inspection at the Registered Office of the Company during the working hours.
6. Attendance Slips are enclosed to this Notice. Members are requested to bring the duly filling Attendance Slips while attending the AGM.
7. Route map to the venue of the AGM is enclosed to this Notice.

Registered Office:
10-A, Bakhtawar,
Nariman Point,
Mumbai 400 021.

Place: Mumbai
Dated: 14th June, 2024

By Order of the Board of Directors

Capt. Sanjeev Handa
Director
(DIN: 09154094)

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Special Business: Item No. 1

The Members of the Company had in their Annual General Meeting held on 25th September, 2019 appointed M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration Number 101647W) as Statutory Auditor for second term of five years commencing from Second Annual General Meeting till the conclusion of the Seventh Annual General Meeting to be held in 2024.

The Board has in its Meeting held on 14th June, 2024 after considering the eligibility and experience of M/s Darshan Bheda & Associates, Chartered Accountants (Firm Registration Number: 129734W) approved the appointment of M/s. Darshan Bheda & Associates (Firm Registration Number: 129734W) as the Statutory Auditor of the Company for a period of 5 years commencing from the Financial Year 2024-25 to hold office from the conclusion of ensuing (7th) Seventh Annual General Meeting (AGM) until the conclusion of (12th) Twelvth AGM of the Company.

The Company has received written consent and a certificate for such appointment from M/s Darshan Bheda & Associates, Chartered Accountants (Firm Registration Number: 129734W) confirming their eligibility to be appointed as the Statutory Auditors of the Company under Companies Act, 2013.

In accordance with Section 139(9c) of the Companies, Act, 2013, approval of the Members of the Company is required by the means of a special resolution for appointing some other auditor other than the retiring auditor as the Statutory Auditor of the Company.

The Members is requested to consider their appointment and approve their appointment.

None of the Directors, Key Managerial Personnel and their relatives are interested in the above resolution.

Registered Office:
10-A, Bakhtawar,
Nariman Point,
Mumbai 400 021.

Place: Mumbai
Dated: 14th June, 2024

By Order of the Board of Directors

Capt. Sanjeev Handa
Director
(DIN: 09154094)

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

CIN: U63030MH2017PTC292399

Name of the Company: T-Erudite Ship Managers Private Limited

Registered address: 10-A, Bakhtawar, Nariman Point, Mumbai-400021.

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|-----------------------------------|
| Name of the Member(s): _____ |
| Registered Address: _____ |
| E-Mail Id: _____ Folio No.: _____ |

I/We, being the member (s) of _____ Equity shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on Thursday, 11th day of July, 2024 at 3:30 P.M. at the Registered office of the Company situated at 10-A, Bakhtawar, Nariman Point, Mumbai 400021, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1: To receive, consider and adopt the audited Balance Sheet of the Company as on 31st March, 2024, Profit and Loss Account for the year ended on that date and Reports of Directors' and Auditors.

Resolution No. 2: To appoint M/s. Darshan Bheda & Associates, Chartered Accountants (Firm Registration Number:129734W) as Statutory Auditors of the Company.

Signed thisday of.....2024

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

SEVENTH ANNUAL GENERAL MEETING THURSDAY, 11TH JULY, 2024

I/We hereby record my/our presence at the Seventh Annual General Meeting of the Company held on Thursday, 11th July, 2024 at 3:30 P.M. at the Registered Office of the Company, 10-A, Bakhtawar, Nariman Point, Mumbai - 400 021.

Full name of member (in BLOCK Letters):

Regd. Folio No.:

No. of shares held:

Email Id:

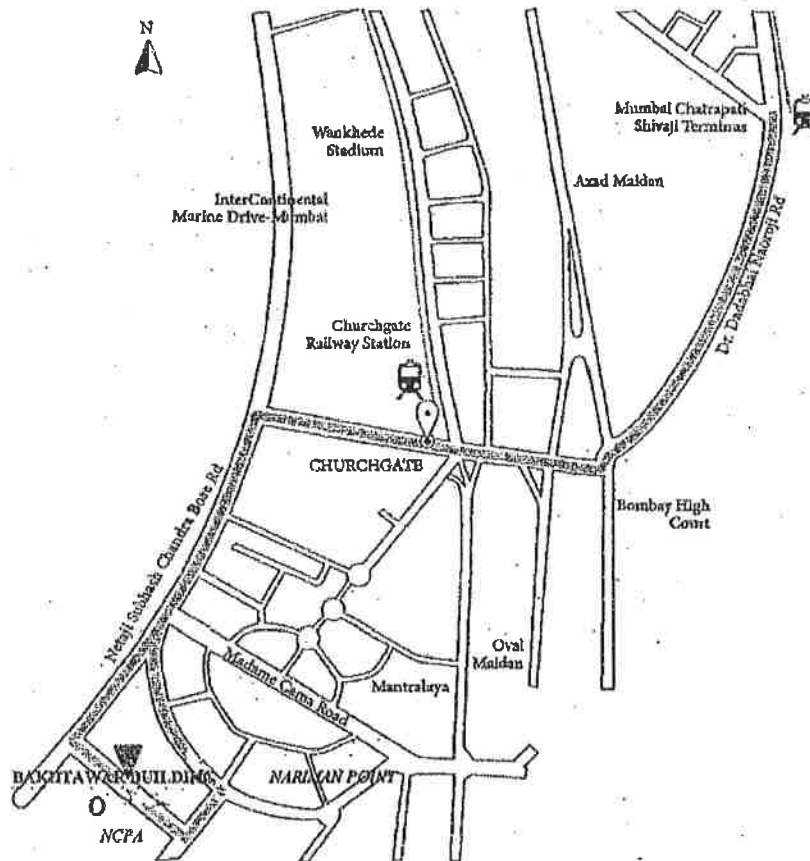
Full name of proxy (in BLOCK Letters):

(Member's / Proxy's Signature)

Notes:

1. Shareholders/Proxyholders attending the meeting must bring the Attendance Slip to the Meeting and hand over at the entrance of the Office duly signed.
2. Shareholders are requested to inform change in their address, if any, to the Company at its Registered Office.
3. Shareholders/Proxyholders desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.

Route Map to the AGM Venue



Venue:
10-A, Bakhtawar,
Nariman point,
Mumbai – 400021
Phone – (022) 6656 8989