



SERVOTEACH INDUSTRIES

CIN - L28933MH1994PLC081857

L I M I T E D

Date: 28.02.2024

**To,
The Manager, Listing Department
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai - 400 001.**

Dear Sir/Madam,

**Ref: Scrip Code: - 531944
Scrip ID: - SERVOTEACH**

Subject: Intimation of Extra-Ordinary General Meeting ('EGM') and Notice thereof.

This is to inform you that the Extra-Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Saturday, March 23, 2024 at 12:30 p.m. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India time to time.

We are submitting herewith Notice of Extra-Ordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The evoting shall commence on Wednesday, March 20, 2024 at 9:00 a.m. IST. and will end on Friday, March 22, 2024 at 5.00 p.m. IST.

The copy of the said EGM Notice is also being uploaded on the website of the Company

We hereby request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For Servoteach Industries Limited

NIKITA
DHARMENDRA
KOTHARI

Digitally signed by NIKITA
DHARMENDRA KOTHARI
Date: 2024.02.28 13:26:09
+05'30'

**Nikita Dharmendra Kothari
Director
07780991
Mumbai**

Enclosure: Notice of EGM

SERVOTEACH INDUSTRIES LIMITED

1029 IJMIMA COMPLEX, RAHEJA CENTRE,
MINDSPACE, MALAD WEST, MUMBAI - 400064

Mail- servoteachindustrieslimited@gmail.com Web - <https://www.servoteachengineering.in>





SERVOTEACH INDUSTRIES

CIN - L28933MH1994PLC081857

L I M I T E D

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of **Servoteach Industries Limited** will be held on Saturday, March 23, 2024 at 12:30 p.m. (IST) through video conference ("VC")/ other audio visual means ("OAVM") facility to transact the following businesses:

SPECIAL BUSINESSES:

1. APPROVAL OF NAME CHANGE OF THE COMPANY FROM "SERVOTEACH INDUSTRIES LIMITED" TO "LEXORAA INDUSTRIES LIMITED" AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES 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, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies Rules 2014 made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the provisions of the Memorandum and Articles of Association of the Company and as per the approval received from the Registrar of Companies ('ROC') and subject to the approval of the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Government, Stock Exchanges and other regulatory authorities/departments, if any, as may be applicable, the consent of the Members (Shareholders) be and is hereby accorded to change the name of the Company from **"Servoteach Industries Limited"** to **"LEXORAA INDUSTRIES LIMITED"** and subsequent to the change in name of the Company, the Memorandum & Articles of Association be altered to give effect to the said resolution

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC, Central Government and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to do all such acts, deeds and things as may be required in this connection."

2. ALTERATION IN MAIN OBJECT CLAUSE IN 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**:

SERVOTEACH INDUSTRIES LIMITED

1029 IJMIMA COMPLEX, RAHEJA CENTRE,
MINDSPACE, MALAD WEST, MUMBAI - 400064

Mail- servoteachindustrieslimited@gmail.com Web - <https://www.servoteachengineering.in>



“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and subject to approval of Registrar of Companies, Mumbai, Maharashtra, and all other statutory approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to alter the Main Objects clause of the Memorandum of Association of the Company by adding new clauses in Clause III (A):-

2. To carry on the business of purchase, sale, supply, import, export, distribute and to trade as traders, buyers, sellers, retailers, wholesalers, suppliers, agents, sub-agents, merchants, distributors, or otherwise deal in all agricultural and horticultural and agro based products including oil food products, fruits products, vegetables products, organic foods, processed foods, health foods, protein foods, dairy products, milk products, convenience foods, fast moving consumer goods, agro foods, fast foods, packed foods thereof.

3. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewelers, enamellers gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling not limited to in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other ancillary items and to trade & deal in, manage, purchase or otherwise acquire and sell, dispose of import, export, exchange, hold and deal in items not limited to diamond, precious stone, gold and silver chains, bullion and Jewellery, pearls, coins, cups, medals, shields, curious articles of virtue, art and antiques and to deal, trade and establish showroom, shop for trading of goods for the above business.

3. TO APPROVE APPOINTMENT OF MR. RAJESH KUMAR KOTHARI (DIN: 10174698), AS AN INDEPENDENT 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013(“Act”), the Companies(Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and other applicable Regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Rajesh Kumar Kothari (DIN-10174698) who was appointed as an Additional Director (Independent Director) by passing resolution by circulation approved on December 08, 2023 and whose appointment was recommended by the Nomination and Remuneration Committee and also in respect of whom a Notice proposing his appointment is received by the Company and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed to hold office as an Independent Director for a term of five years commencing from December 08, 2023 up to December 07, 2028 and not liable to retire by rotation

RESOLVED FURTHER THAT Directors of the Company hereby severally authorized to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies.”

4. TO APPROVE APPOINTMENT OF MR. ANIL BABUBHAI MEHTA (DIN: 02979904), AS EXECUTIVE DIRECTOR OF THE COMPANY

To consider and give assent or dissent to the following **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, **Mr. Anil Babubhai Mehta (DIN-02979904)** be and is hereby appointed as Executive Director, of the Company, not liable to retire by rotation, whose appointment as Managing Director of the company is proposed to members in this extra-ordinary general meeting

RESOLVED FURTHER THAT Directors of the Company hereby severally authorized to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies”.

5. TO APPROVE APPOINTMENT MR. ANIL BABUBHAI MEHTA (DIN-02979904) AS MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to appoint Mr. Anil Babubhai Mehta (Din-02979904) as the Managing Director ('MD') of the Company for a five year term commencing from 10th February 2024 till 9th February, 2029, not liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to provide the remuneration of MD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect

to such modification, relaxation or variation without any further reference to the members of the Company in general meeting

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign and further to execute all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. TO APPROVE APPOINTMENT OF MRS. NIKITA DHARMENDRA KOTHARI (DIN: 07780991), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and give assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, **Mrs. Nikita Dharmendra Kothari (DIN-07780991)**, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from November 09, 2023.

RESOLVED FURTHER THAT Directors of the Company hereby severally authorized to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies”.

7. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of section 61, 64 and 13 of the Companies Act, 2013 and Rule 15 of Companies (Share Capital and Debentures) Rules, 2014, applicable rule framed the under including any statutory modification(s) and re-enactment(s) thereof, to the extent applicable and the enabling provisions in the articles of association of the Company and subject to the applicable Regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and other statutory provisions introduced by Securities and Exchange Board of India and other regulatory approvals, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the company from INR 6,00,00,000/- (Six Crores) divided into 60,00,000 (Sixty Lakh) equity Shares of Rs.10/- (Rs. Ten) each to equity shares of 20,00,00,000/- (Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of Rs.10/- (Rs. Ten) each. ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra.”

8. TO ALTER MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 61, Section 64 read with Section 13 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members of the company be and is hereby accorded to substitute the 'Existing Clause V' of the Memorandum of Association of the Company with the 'Amended Clause V' in light of increase in the Authorised Share Capital of the Company.

Existing Clause V: V. The Authorized Share Capital of the company shall be INR 6,00,00,000/- (Six Crores) divided into 60,00,000 (Sixty Lakh) equity Shares of Rs.10/- (Rs. Ten) each

Amended Clause V: V. The Authorized Share Capital of the company shall be INR. 20,00,00,000/- (Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of Rs.10/- (Rs. Ten) each

RESOLVED FURTHER THAT Directors of the Company by and are hereby severally authorised to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies, Mumbai, Maharashtra.”

9. TO CREATE SECURITY BY WAY OF CHARGE, MORTGAGE, HYPOTHECATION OR PLEDGE OF THE MOVEABLE OR IMMOVABLE ASSETS OR PROPERTIES 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 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee thereof) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or

Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure the amount borrowed by the Company from time to time for the due repayment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings or borrowing to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, ICDs, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, upto 1000 Crores (Rupees One Thousand Crores Only) within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalize with the Banks or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to the said resolution.”

10. INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or through issue of any securities, debentures, instruments, etc. or otherwise as it may think fit may exceed the aggregate of the paid up capital of the Company, free reserves and securities premium and provided that the total amount so borrowed by the Board shall not at any time exceed 1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the board be and is hereby authorized/ empowered to borrow monies within the above mentioned limit as approved by the members pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and when required by the company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and

any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

Place: Mumbai

Date: February 10, 2024

**By Order of the Board
Servoteach Industries Limited
Sd/-
Mr. Anil Babubhai Mehta
Director
DIN-02979904**

NOTES:

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extraordinary General Meeting (EGM) (the “Notice”) is annexed hereto and forms part of this Notice.

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circulars No. 14/2020 dated April 8, 2020 read with Circulars 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2021 dated December 28, 2022 and 09/23 dated September 25, 2023 hereinafter collectively referred as “MCA Circulars” and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 hereinafter collectively referred as “SEBI Circulars” have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“VC/OAVM facility”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC facility.
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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 MCA Circulars 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at

(<https://www.servoteachengineering.in/>), The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com).

7. The Board has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.

The Chairman or in his absence any other Director authorized by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company <https://www.servoteachengineering.in/>, and on CDSL website www.evotingindia.com. and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the Conclusion of the EGM.

The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, February 23, 2024

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 MCA Circulars 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at (<https://www.servoteachengineering.in/>). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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 Wednesday, March 20, 2024 at 9.00 a.m. IST. and ends on Friday, March 22 2024 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 Friday, March 15, 2024 may cast their vote electronically. The EVSN for voting is 240226008. 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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. 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 & 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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000
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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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.
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- (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 (240226008) 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 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.
 - 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; <https://www.servoteachengineering.in/> (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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
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 at least **15 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 EGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (servoteachindustrieslimited@gmail.com). 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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. 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 <https://www.servoteachengineering.in//> and rnt.helpdesk@linkintime.co.in.
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 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 or call toll free no. 1800 22 55 33.

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

Item No.1

The name of the Company is proposed to be changed from “**Servoteach Industries Limited**” to “**LEXORAA INDUSTRIES LIMITED**” as the management of the Company wants to explore new business opportunities and create corporate re-branding and restructuring of the business of the Company. Accordingly, the Board of Directors of the Company, at their meeting held had resolved to make an application to the Ministry of Corporate Affairs (MCA), The Registrar of Companies (ROC), for Reservation of Name for the proposed change in name of the Company subject to approval of the Members (Shareholders).

Further, the Company received a Letter from the MCA, ROC, dated 26/02/2024 whereby the name “**LEXORAA INDUSTRIES LIMITED**” has been reserved. Hence, the Company proposes to change its name from **Servoteach Industries Limited**” to **LEXORAA INDUSTRIES LIMITED** subject to approval from the members and appropriate authority (ies).

Subsequent to change in name of the Company as approved by the Ministry of Corporate Affairs, Office of Registrar of Companies, it is proposed to give effect to the said change by altering the Name Clause of the Memorandum of Association and Articles of Association of the Company accordingly and it requires the consent from the Members (Shareholders) by way of passing Special Resolution.

None of the Directors and their relatives are interested or concerned in this resolution and connected matters thereto except to their shareholding in the Company. Copy of the Memorandum and Articles of Association and Name Approval Letter are available for inspection at the Registered Office of the Company during the normal business hours on working days. The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members (Shareholders).

Item No. 2

Your Company was incorporated as ‘**Servoteach Industries Limited**’ with main business activity to manufacture, repair, buy, sell distribute, prepare for market, import, export or otherwise deal in all kinds of plants, machinery and equipment, tools, appliances, apparatus for solvent extraction, sugar, diffusion, refining, vanaspati, compound cattle feeds, oil milling, chemical processing. However, during the period of its operation, there are many business opportunities are coming into the space of environment and social services.

In order to make the main object clause of the Memorandum of Association comprehensive and concise and to include activities with future potentialities and opportunities of the Business it is proposed to modify the main object clause of the Memorandum of Association of the Company by adding the new business activity related to general trading.

Further, in opinion of the management, the existing name of the Company shall be changed with the proposed name LEXORAA INDUSTRIES LIMITED. Therefore, the management has decided to change the name of the Company from Servoteach Industries Limited to LEXORAA INDUSTRIES LIMITED, which can reflect its new proposed business activity.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special / ordinary resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

Further, the change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

The Board recommends the Resolution at Item No. 2 for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

Item 3.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, **Mr. Rajesh Kumar Kothari (Din:10174698)** was appointed as an Additional Director (Independent Director) of the Company, not liable to retire by rotation, by the Board of Directors through resolution by circulation approved on 08th December, 2023, subject to the ratification of such additional director and subject to the approval of the Members by way of Special Resolution for his appointment as Independent Director.

He fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management. The Company has received from him (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Rajesh Kumar Kothari as an Independent Director of the Company for a period of five years commencing from 08th December, 2023 up to 07th December, 2028 and not liable to retire by rotation is being placed

before the Members for their approval by way of a Special Resolution. Also, the Board of Directors through this special resolution seeks the approval of members

In the opinion of the Board, he is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. The profile and specific areas of expertise of Mr. Rajesh Kumar Kothari are provided elsewhere in this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice. The Board recommends the Special Resolution set forth in Item No. 4 for the approval of the Members.

Item No.4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company, have appointed **Mr. Anil Babubhai Mehta (Din: 02979904)** as an Additional Director (Non-Executive) of the Company, w.e.f. November 09, 2023. As an Additional Director, would hold office of Director upto the date of General Meeting of the Company for financial year 2023-2024, liable to retire by rotation and is not disqualified for being appointed as a Non-Executive Director of the Company in terms of Section 164 of the Act

However, The Board and Nomination and Remuneration Committee has proposed appointment of Mr. Anil Babubhai Mehta as the Managing Director of our company for a period of 5 years. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement. Therefore, change in his designation is required from Non-Executive Director to Executive Director for functioning as the Managing Director of the company w.e.f. February 10, 2024 subject to member's approval

Brief Profile of Mr. Anil Babubhai Mehta and Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution mentioned. The Board of Directors of the Company recommends the resolution set forth at Item no. 5 of the accompanying Notice, for the approval of the members as an Ordinary Resolution.

Item 5.

The Board of Directors at its meeting held on 10.02.2024 on the recommendation of the Nomination & Remuneration Committee, approved the reappointment of **Mr. Anil Babubhai Mehta (Din: 02979904)** as Managing Director of the Company for a period of five years with effect from 10th February, 2024 under the provisions of sections 196, 197, 203 and schedule V and other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 upon the terms and conditions and remuneration hereinafter indicated, to avail his expertise services in the Area of Business Management and Business Development. The said Re-appointment is subject to the approval of the Members of the Company in General Meeting.

BRIEF PROFILE OF MR. ANIL BABUBHAI MEHTA:

Mr. Anil Babubhai Mehta, Executive Director, Age 62 Years, proposed as a Managing Director of our company. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement. He has also served on the Board of various Private Limited Companies.

The Board of Directors has decided to take approval of the members for his appointment as Managing Director in accordance with the provisions of Companies Act, 2013. With consideration of his contribution in various aspects relating to the Company's affairs and long business experience, the Board of directors is of the consideration and opinion that, the services of Mr. Anil Babubhai Mehta should continue to be available to the Company as the designation of Managing Director of the Company for a period of Five years with effect from 10th February, 2024, subject to members' approval.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board held on 10th February, 2024 and the Board of Directors have at their meeting held on 10th February, 2024 recommended his appointment as Managing Director of the Company for a period of Five years with effect from 10th February, 2024, Since the Company has no profit or inadequate profit then no remuneration shall be paid to him in accordance with the provisions of the Companies Act. 2013 read with Schedule V of the Act.

He was also Director in the following companies:

1. Mactec Realtors & Developers Private Limited
2. Trios Communication Private Limited
3. Rrb Realtors Private Limited
4. Mactec Realtors & Developers Private Limited
5. R P T Realty And Infra Private Limited
6. F-365 Agro Private Limited
7. Rrb Realtors Private Limited

Shareholding in the Company: N/A

The following additional information as required by Schedule-V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry: The Company is, inter alia, in the business of Trading not limited to equipments, agro-based products, billions etc. as specified in MOA of the company.

(ii) Date or expected date of commencement of commercial production:
The Company was incorporated on 07/10/1994 commenced business thereafter.

(iii) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2023:

Particulars	Rs. in Lakhs
Gross Turnover & Other Income	39,62,000/-
Net Profit	21,31,000/-
Net Worth	(13,10,000)

II. Information about the appointee:

- i) Background details: Refer as stated above.
- ii) Past remuneration during the financial year ended 31st March, 2023: N/A
- iii) Job Profile and his suitability:

He inducted on the Board of the Company on 09th November, 2023. He was appointed as Non-Executive Director of the Company. However, he is now proposed to be regularized as Executive Director of the company for his appointment as Managing Director of the company. Taking into consideration his qualification and expertise and the development of the Company under his leadership, the 'Managing Director' is best suited for the responsibilities currently assigned to him.

Following are the details of the annual salary & remuneration (payable monthly) proposed to be paid to Mr. Anil. Managing Director as required by Schedule V to the Companies Act, 2013 is given below: -

III. Salary, Perquisites, Allowances & Remuneration per annum

a) Tenure of Appointment: 5 Years

b) Remuneration: No remuneration to be given at present as the company is loss making as per latest financial statements

c) Salary: No salary to be given at present as the company is loss making as per latest financial statements

d) Perquisites & Allowance: No Perquisites & Allowance to be given at present as the company is loss making as per latest financial statements.

The perquisites and allowances as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with

reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification) or re-enactment thereof in the absence of any such rules perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration

Any increment in salary and perquisites and remuneration by way of incentive bonus/ performance linked incentive payable to Mr. Anil as may be determined by the Board and/or the Nomination and Remuneration Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration referred to in the resolution at item No. 7 of the Notice.

d) Reimbursement of Expenses:

Expenses incurred for travelling board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance including for their respective family members and provision of cars for use one the Company's business and telephone expenses at residence shall be reimbursed actual and not considered as perquisites

e) Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of MD shall 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 Act, from time to time.

f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking in to consideration the size of the Company, level headedness of Mr. Anil and the industry benchmarks, the remuneration position and person proposed to be paid is commensurate with remuneration packages paid to similar senior level incumbents, in other hotel operating companies.

g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Anil is not related to any director of the company.

(h) General:

Mr. Anil satisfies all the conditions set out in Part- I of Schedule to the Act as also conditions set out under sub-section (3) of Section 196 of the Act being eligible for their Re-Appointment. He is not

disqualified from being appointed as Directors in terms of Section 164 of the Act. Mr. Anil is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Brief resume of Mr. Anil, nature of their expertise in specific functional areas, names of companies in which he holds directorships and membership chairmanships of Board Committees shareholding and relationship amongst directors inter se as stipulated under SEBI (LODR), 2015, are provided in the Annexure A forming part of the Notice.

The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and elements of remuneration package etc. of all the directors has been made in the Notice of this Extra Ordinary General Meeting, wherever applicable.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No.6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company, have appointed **Mrs. Nikita Dharmendra Kothari (Din: 07780991)** as an Additional Director (Non-Executive) of the Company, w.e.f. November 09, 2023. As an Additional Director, she would hold office of Director upto the date of General Meeting of the Company for financial year 2023-2024, liable to retire by rotation and is not disqualified for being appointed as a Non-Executive Director of the Company in terms of Section 164 of the Act

Brief Profile of Mrs. Nikita Dharmendra Kothari and Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

The Board of Directors are of the opinion that her expertise and experience will be beneficial to the Company. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution mentioned. The Board of Directors of the Company recommends the resolution set forth at Item no. 6 of the accompanying Notice, for the approval of the members as an Ordinary Resolution.

Item No. 7 and Item No. 8

The Company in augment of further capital it was proposed to increase the Authorised Share Capital of the Company from company from INR 6,00,00,000/- (Six Crores) divided into 60,00,000 (Sixty Lakh) equity Shares of Rs.10/- (Rs. Ten) each to equity shares of 20,00,00,000/- (Twenty

Crores) divided into 2,00,00,000 (Two Crores) equity shares of Rs.10/- (Rs. Ten) each ranking pari passu with the existing Equity Shares of the Company.

Pursuant to the provisions of the Companies Act, 2013, it requires the Company to obtain the approval of the Members for the increase in the Authorised Share Capital and consequent alteration of capital clause of the Memorandum of Association of the Company.

The Board of Directors of the Company at their Meeting held on February 10, 2024 have approved the increase in the Authorised Share Capital subject to approval of members at the General Meeting to be convened in this regard. The Board of Directors accordingly recommends the resolution set out in the Notice for the approval of the Members.

A Copy of Memorandum of Association of the Company together with the proposed alteration will be available for inspection by the Members at the Registered Office of the Company on any working day except Public holidays up to the date of and during the General Meeting of the Company.

The Memorandum of Association of the Company is proposed to be suitably altered by passing resolution as set out in Item No. 7 & 8. The provisions of section 13 of the Companies Act, 2013 require the company to seek approval of the members for alteration of capital of the Memorandum of Association of the Company.

The Said Alteration is approved by the articles of association of the Company. None of the Directors & Key managerial personnels of the company or the respective relatives is concerned or interested in the resolution mentioned at item No. 7 & 8 of the Notice. The Board recommends the resolution set forth in item No. 7 & 8 for approval of the Members.

Item No. 9

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 9 of the Notice for approval of the Members.

Item No. 10

It is proposed to increase the limit of borrowings to Rs.1000 Crores by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or through issue of any securities, debentures, instruments, etc.

The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital, free reserves and securities premium. In view thereof, it is proposed to obtain an approval of the Shareholders by a Special Resolution

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item No.10 for the approval of the Members

Place: Mumbai

Date: February 10, 2024

**By Order of the Board
Servoteach Industries Limited**

**Sd/-
Mr. Anil Babubhai Mehta
Director
DIN-02979904**

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Particulars	Mr. Rajesh Kumar Kothari (DIN-10174698),	Mr. Anil Babubhai Mehta (DIN-02979904),	Mrs.Nikita Dharmendra Kothari (DIN-07780991),
Date of Appointment	December 08, 2023	November 09 , 2023	November 09 , 2023
Age in years	45	62	41
Qualification	He is B.Com qualified and by profession he is Teacher since last 10 years	He is engaged in the Business of Import and export of dry fruits, Cosmetics, crockery since last 25 years.	She is involve in the Consultancy Business and Management Services since last 10 years.
Expertise in specific functional area	He is B.Com qualified and by profession he is Teacher since last 10 years	He is engaged in the Business of Import and export of dry fruits, Cosmetics, crockery since last 25 years.	She is involve in the Consultancy Business and Management Services since last 10 years.
Remuneration sought to be paid	N/A	Not to be paid at present as company is loss making as per latest financial statements	N/A
Terms and Conditions of Appointment	Appointed upto December 07, 2028 subject to approval of members	Appointed upto November 08 , 2028 subject to approval of members	Appointed upto November 08 , 2028 subject to approval of members
Date of first appointment on the Board	December 08, 2023	November 09 , 2023	November 09 , 2023
Shareholding in the Company	N/A	N/A	N/A
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any of the Director/KMP of the Company.	Not related to any of the Director/KMP of the Company.	Not related to any of the Director/KMP of the Company.
Number of Meetings of the Board attended during the year	1	1	1
Directorships held	None	None	None

in other Public Limited in India			
*Chairmanships / Membership of Committees in other public limited companies in India	None	None	None

*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 viz. Audit Committee and Stakeholders' Relationship Committee