



JOINDRE®

JOINDRE CAPITAL SERVICES LTD.



Date: 10th May, 2024

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 531861

SUB: Notice of Postal Ballot

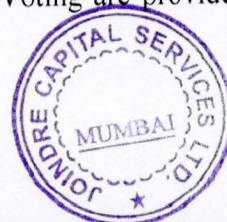
Dear Sir / Madam,

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Postal Ballot seeking approval of the members of the Company on the following resolutions:

- a. Appointment of Mr. Shirish Shetye as an Independent Director of the Company (Special Resolution)
- b. Appointment of Mr. Rakesh Sharma as an Independent Director of the Company (Special Resolution)
- c. Appointment of M/s. Banshi Jain & Associates, Chartered Accountants, as statutory auditors on account of casual vacancy caused due to resignation of M/s. S. Rakhecha & Co., Chartered Accountants (Ordinary Resolution)

Pursuant to General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, 3rd May, 2024 ('Cut-Off date') and whose email addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in the Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for the purpose of providing remote e-Voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-Voting system. The remote e-Voting shall commence on Monday, 13th May 2024, at 9:00 a.m. (IST) and shall end on Tuesday, 11th June, 2024 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by Link Intime for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e-Voting are provided in the Notes to Notice.



CIN: L67120MH1995PLC086659 E-mail: info@joindre.com WebSite: www.joindre.com

Corporate Office : 9/15, Bansilal Building, Office No. 29-32, 3rd Floor, Homi Modi Street, Fort, Mumbai - 400 023.
Phone : (91-22) 4033 4567 (300 Lines) • Fax : (91-22) 4033 4721

SEBI Regn. Nos. : Member - BSE (Cash), NSE (Cash, Derivatives & Currency Derivatives) INZ000174034
DP : IN-DP-98-2015 • PMS – INP000006138



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JOINDRE CAPITAL SERVICES LTD.



The said Notice is also being made available on the website of the Company at www.joindre.com and on the website of Link Intime at www.linkintime.co.in

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the above information on record.

Thanking You,

**Yours Faithfully,
For Joindre Capital Services Limited**

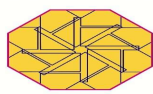
**Sweta Jain
Company Secretary**



CIN: L67120MH1995PLC086659 E-mail: info@joindre.com WebSite: www.joindre.com

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JOINDRE CAPITAL SERVICES LIMITED | CIN: L67120MH1995PLC086659

Registered Office: 29-32, 3rd Floor, 9/15, Bansilal Building, Homi Modi Street, Fort,

Mumbai: 400 023 **Website:** www.joindre.com, **Email:** info@joindre.com

Tel: 022-40334567

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, May 13, 2024 at 9.00 a.m. (IST)	Tuesday, June 11, 2024 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Ordinary/Special Resolution, as applicable, by way of Postal Ballot only by voting through electronic means (remote e-Voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Joindre Capital Services Limited ('the Company') only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants ('DPs'). The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The procedure for registration of email address is appended in the Notes section of this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for the purpose of providing remote e-Voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-Voting facility arranged by the Company are requested to carefully read the instructions indicated in this Notice by following the procedure as



stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Tuesday, June 11, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed Mr. Punit Shah (Membership No. ACS 20536/CP No. 7506) of M/s. P. C. Shah & Co., Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The result declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within two working days from the conclusion of the postal ballot e-Voting. The Scrutiniser's decision on the validity of votes cast will be final. The said results will be displayed on the website of the Company at www.joindre.com, the website of Link Intime at <https://instavote.linkintime.co.in> and shall also be communicated to the Stock Exchange where the Company's Shares are listed viz. BSE Limited ('BSE') and be made available on their website viz. at www.bseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

1. Appointment of Mr. Shirish Shetye as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shirish Shetye (DIN: 00148086) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from 1st April, 2024 in accordance with the provisions of Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, the appointment of Mr. Shirish Shetye, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 1st April, 2024 up to 31st March, 2029.



RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. Appointment of Mr. Rakesh Sharma as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakesh Sharma (DIN: 07622167), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 1st April, 2024 in accordance with the provisions of Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, the appointment of Mr. Rakesh Sharma, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 1st April, 2024 up to 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

3. Appointment of M/s. Banshi Jain & Associates, Chartered Accountants, as statutory auditors on account of casual vacancy caused due to resignation of M/s. S. Rakhecha & Co., Chartered Accountants.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendations of the audit committee and the Board of Directors of the Company M/s. Banshi Jain & Associates, Chartered Accountants, (ICAI Registration No. FRN 100990W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in



terms of Section 141 of the Act and applicable rules be and are hereby appointed as Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. S. Rakhecha & Co., Chartered Accountants.

RESOLVED FURTHER THAT M/s. Banshi Jain & Associates, Chartered Accountants, shall hold office as Statutory Auditors of the Company from the conclusion of postal ballot (i.e. the last date of remote e-Voting) till the conclusion of 29th Annual General Meeting to be held for the financial year ended 31st March, 2024 at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (which expression shall include any Committee thereof, whether constituted or to be constituted) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, any increase in remuneration including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company.”

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. In compliance with the MCA Circulars, the Notice is being sent only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company’s Registrar and Transfer Agents (**‘RTA’**) / DPs as on **Friday, May 3, 2024 (‘Cut-Off date’)** and whose email addresses are registered with the Company/RTA/Depositories (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, May 3, 2024**.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified, that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / DPs) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4. The Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is



mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.

5. The remote e-Voting shall commence on **Monday, May 13, 2024 at 9:00 a.m. (IST)** and shall end on **Tuesday, June 11, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by Link Intime for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.joindre.com, the relevant section of the website of BSE at www.bseindia.com, on which the shares of the Company are listed and on the website of Link Intime at <https://instavote.linkintime.co.in>.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests to Ms. Sweta Jain, Company Secretary and Compliance Officer at swetajain@joindre.com or at info@joindre.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-Voting period of the Postal Ballot. i.e. **Tuesday, June 11, 2024 at 5:00 p.m. (IST)**.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting i.e. **Tuesday, June 11, 2024**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. **Process for registration of email addresses for receiving the credentials for remote e-Voting along with this Notice:**

Member, whose email address is not registered with the Company/RTA or with their respective Depository Participants ('DP') and who wish to receive the credentials for remote e-Voting along with the Postal Ballot Notice can get their email address registered by sending a request to Ms. Sweta Jain, Company Secretary at swetajain@joindre.com or at info@joindre.com on or before 5.00 p.m. (IST) by Tuesday, June 11, 2024.

Registration of email addresses permanently with the Company / DP: In respect of shares held in demat form, Members who have not registered their e-mail addresses are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Members can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at www.linkintime.co.in > Resources > Downloads > KYC Formats. The following details viz. PAN of all the holders, Address with pin code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their DPs/RTA for all future communications.

11. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
12. **The instructions for Members for remote e-Voting are as under:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi



- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.

- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**By Order of the Board of Directors
For Joindre Capital Services Limited**

**Sd/-
Sweta Jain
Company Secretary**

**Place: Mumbai
Date: 10th May, 2024**

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

Item Nos. 1 & 2:

The Nomination and Remuneration Committee ('NRC') taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, identified that the qualifications and rich experience of Mr. Shirish Shetye (DIN: 00148086) and Mr. Rakesh Sharma (DIN: 07622167) meets the skills and capabilities required for the role of Independent Director of the Company.

Accordingly, the NRC recommended to the Board the appointment of Mr. Shirish Shetye and Mr. Rakesh Sharma as Independent Directors.

Based on the recommendations of the NRC, the Board, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Shirish Shetye and Mr. Rakesh Sharma as an Additional Directors (Non-Executive, Independent) of the Company effective 1st April, 2024 and in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') appointed Mr. Shirish Shetye and Mr. Rakesh Sharma as Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 1st April, 2024, up to 31st March, 2029. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Members, proposing their candidature for the office of Director.

Brief profile of Mr. Shirish Shetye and Mr. Rakesh Sharma are annexed to this Notice. (Marked as 'Annexure A').

The Board is of the opinion that Mr. Shirish Shetye and Mr. Rakesh Sharma possesses the identified core skills, expertise and competencies fundamental for effective functioning in their role as an Independent Director of the Company and their association would be of immense benefit to the Company.

The Company has received declaration from both of them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, both of them has confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Director of the Company. The Company has also received from both of them (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that both of them are not disqualified under Section 164 of the Act.

Both of them has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to directions issued by SEBI dated 14th June, 2018.

Both of them has also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr.

Shirish Shetye is not required to appear for proficiency test conducted by IICA. Mr. Rakesh Sharma shall appear before IICA for online proficiency self-assessment test in due course.

In the opinion of the Board, Mr. Shirish Shetye and Mr. Rakesh Sharma fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and that both of them are independent of the Management of the Company.

The terms and conditions of appointment of Mr. Shirish Shetye and Mr. Rakesh Sharma shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company on all working days (except Sundays and holidays) during business hours, until the last date of remote e-Voting.

Disclosures as required under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. **(Marked as 'Annexure B')**

In compliance with the provisions of Section 152 and 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Mr. Shirish Shetye and Mr. Rakesh Sharma as an Independent Directors is now being placed before the Members for their approval. Further, as per Regulation 17 (1C) of the SEBI Listing Regulations, the approval of the members must be obtained within 3 months of their appointment. The Board recommends the respective resolutions at item no. 1 and 2 of the accompanying Notice for approval of the Members.

Except Mr. Shirish Shetye and his relatives, no other Director or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Except Mr. Rakesh Sharma and his relatives, no other Director or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Item Nos. 3:

In terms of Section 139 of the Companies Act, 2013 ('Act'), the present tenure of M/s. S. Rakhecha & Co., Chartered Accountants as statutory auditor of the Company was expiring at the conclusion of 29th Annual General Meeting of the Company to be held for the financial year ended 31st March, 2024. As per Regulation 33 (1) (a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the auditor of a Company can issue audit report / limited review, only when the auditor is subjected to the peer review process of the Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. S. Rakhecha & Co., Chartered Accountants, were previously Peer Reviewed auditors; however, their peer review certificate lapsed, rendering them ineligible to conduct the audit of the annual financial statements of the Company for the financial year ended 31st March 2024. In light of this, they have resigned as statutory auditors of the Company. Owing to their resignation, there is now a casual vacancy in the office of statutory auditors.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 10th May, 2024, had appointed M/s. Banshi Jain & Associates, Chartered Accountants, (ICAI



Registration No. FRN 100990W) as statutory auditors of the Company on account of casual vacancy caused due to resignation of M/s. S. Rakhecha & Co.

In terms of Section 139 (8) of the Companies Act, 2013, M/s. Banshi Jain & Associates, shall hold office from the conclusion of postal ballot i.e. the last date of remote e-Voting, till the conclusion of 29th Annual General Meeting to be held for the financial year ended 31st March, 2024.

In accordance with regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures in respect of appointment / re-appointment of statutory auditors are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Auditors	M/s. Banshi Jain & Associates (FRN: 100990W)
2.	Proposed Fees payable	Rs. 7,75,000/- plus applicable taxes and out of pocket expenses incurred by them. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.
3.	Terms of appointment	Will hold office till the conclusion of 29 th Annual General Meeting to be held for the financial year ended 31 st March, 2024.
4.	In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	No material change in the fee payable to such auditor from that paid to outgoing auditor.
5.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	M/s. Banshi Jain & Associates have confirmed that they are not disqualified to be appointed as statutory auditors in terms of Section 139, Section 141 and various provisions of Companies Act, 2013 and the rules made thereunder. Their appointment, if made, will be within the limit specified under Section 144 of the Companies Act, 2013 M/s. Banshi Jain & Associates holds a valid Peer Review certificate issued by the Institute of Chartered Accountants of India as required under Regulation 33 (1) (a) of SEBI Listing Regulations. The Audit Committee reviews the independence of the statutory auditors and the effectiveness of the audit process.



		<p>Recommendation has been received from the Audit Committee and Board of Directors at the meeting held on 10th May, 2024 respectively.</p> <p>Profile of M/s. Banshi Jain & Associates: M/s. Banshi Jain & Associates (BJAA) is a distinguished firm of Chartered Accountants, established in 1975. Specializing in assurance, tax, and financial advisory services, BJAA offers expertise in areas such as assurance advisory, corporate and international tax, indirect tax, transaction advisory, start-up advisory, and FEMA regulatory services. With offices in Mumbai, Raipur, and Jodhpur, BJAA serves a diverse clientele with tailored solutions and expert guidance, ensuring compliance and excellence in financial management.</p> <p>M/s. Banshi Jain & Associates, Chartered Accountants, has subjected themselves to peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India</p>
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The Audit Committee and Board of the Company noted that the exiting Statutory Auditors i.e. M/s. S. Rakhecha & Co. have not raised any concern or issue and there is no reason other than as mentioned in their resignation letter.

Pursuant to Section 139 (8) of the Companies Act, 2013 any casual vacancy in the office of the statutory auditor caused on account of resignation of an auditor shall be filled by the Board of Directors and shall also be approved by the members of the Company within a period of three months of the recommendation of the Board of Directors. The Board recommends the resolution at item no. 3 of the accompanying Notice for approval of the Members.

None of the Director or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

**By Order of the Board of Directors
For Joindre Capital Services Limited**

**Sd/-
Sweta Jain
Company Secretary**

**Place: Mumbai
Date: 10th May, 2024**

'Annexure A'**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT****Brief Profile of Mr. Shirish Shetye, Independent Director:**

CS Shirish Suryakant Shetye is a highly experienced and accomplished Company Secretary with over three decades of practice. He holds a Fellow membership with The Institute of Company Secretaries of India and has been in independent practice since 1988. With a solid foundation in law, including LL.M. and LL.B. degrees, he specializes in corporate governance, legal advisory, and corporate restructuring. Shirish has a proven track record of advising on complex matters such as public issues, mergers, and joint ventures, while also serving as an Expert Mediator in Corporate matters. His expertise extends to conducting secretarial audits and co-authoring publications on arbitration.

Brief Profile of Mr. Rakesh Sharma, Independent Director:

Mr. Rakesh Sharma is a Chartered Accountant with a wealth of experience in finance, taxation, and compliance. Currently serving as a Senior Manager, he specializes in finalizing accounts, managing tax audits, and handling income tax assessments and appeals. With a strong background in financial regulations and compliance, Mr. Sharma's expertise extends to GST compliance, subsidy applications, and financial forecasting. Known for his leadership skills and commitment to excellence, Mr. Sharma consistently delivers high-quality results in Challenging environments.

'Annexure B'
DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Seeks appointment at

Particulars	Item No. 1	Item No. 2
Name of the Director	Mr. Shirish Shetye	Mr. Rakesh Sharma
DIN	00148086	07622167
Date of Birth	7 th May, 1955	18 th June, 1988
Nationality	Indian	Indian
Date of first appointment on the Board	1 st April, 2024	1 st April, 2024
Qualifications	B. Com, M. Com, LLB, F.C.S	B. Com., A.C.A.
Profile, Experience and Expertise in specific functional areas	Refer brief profile at Annexure A	Refer brief profile at Annexure A
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Refer brief profile at Annexure A & Item No. 1 & 2 of the Explanatory Statement to the Notice	Refer brief profile at Annexure A & Item No. 1 & 2 of the Explanatory Statement to the Notice
Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 (five) years w.e.f. 1 st April, 2024 up to 31 st March, 2029	Appointment as an Independent Director for a term of 5 (five) years w.e.f. 1 st April, 2024 up to 31 st March, 2029
Details of remuneration last drawn (FY 2023-24) (including sitting fees, commission if any)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors
Directorships in other Public Limited Companies along with listed entities from which the person has resigned in the past three years.	2.BACIL PHARMA LTD (25/03/2003 till date) (L24200MH1987PLC043427)	None
Membership/Chairpersonship of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	None
No. of Board Meetings attended during FY 2023-24:	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil	Nil