



**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **LAHOTI OVERSEAS LIMITED** will be held on Tuesday, April 16, 2024 at 03:00 p.m. (IST) through video conference (“VC”)/ other audio visual means (“OAVM”) facility to transact the following businesses:

**SPECIAL BUSINESSES:**

**1. To approve appointment of Mr. Sanjay Deshpande (DIN: 10429349) as an Independent Director.**

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, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Sanjay Deshpande (DIN 10429349), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 22<sup>nd</sup> January, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 22<sup>nd</sup> January, 2024 to 21<sup>st</sup> January, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

**2. To approve appointment of Mr. Ravi Seth (DIN: 02427404) as an Independent Director.**

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, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Ravi Seth (DIN 02427404), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 22<sup>nd</sup> January, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature



for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 22nd January, 2024 to 21st January, 2029.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; approval of Member of the Company be and is hereby accorded to Mr. Ravi Seth for continuation of the Directorship in the Company whenever he will attain the age of seventy-five years, up to expiry of his term of appointment for a period of five consecutive years effective from 22<sup>nd</sup> January, 2024 as an Independent Director of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

**3. To approve re-appointment of Mr. Ujwal Lahoti (DIN: 00360785) as an Executive (Whole-Time) Director.**

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 Sections 196,197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and regulations, if any, to the extent notified for the time being in force including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration committee and approval of Board, subject to the approval of competent authority, if required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Ujwal R. Lahoti (DIN:00360785), as Whole Time Director, designated as Executive Chairman of the Company (liable to retire by rotation) for a further period of Five (5) years with effect from 1st April, 2024 upon such terms and conditions as set out in explanatory statement annexed to the Notice, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration paid / payable to Mr. Ujwal R. Lahoti (DIN:00360785), Whole Time Director, designated as Executive Chairman with effect from April 1, 2024, as approved by the Nomination and Remuneration Committee shall be as under:

Terms of Appointment and Remuneration: 5 Years



**A. (i) Basic Salary:** Rs. 24,00,000 to Rs. 48,00,000 per annum (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee)+4,20,0000 perquisites.

(ii) Special Allowance: As may be decided by the Board from time to time which shall not attract Provident fund, Gratuity, Superannuation fund etc.

**B. Perquisites:** Perquisites applicable to the Director in addition to salary, as follows: -

- a) Housing: i. The Expenditure by the Company on hiring/leasing furnished accommodation will be subject to 60% of the salary, over and above 10% payable by the Whole Time Director. ii. In case the accommodation is owned by the Company, 10% of the salary of the Whole Time Director shall be deducted by the Company.
- b) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing-i. mentioned above
- c) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary per year or Five month's salary over a period of Five years.
- d) Club Fees: Fees of clubs subject to a maximum to two clubs, but not including admission fees payable at the time of acquiring Club Membership.
- e) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which does not exceed 50,000 per annum. (Explanation: "Family" means the spouse and dependent children of Mr. Ujwal R. Lahoti)

**Remuneration Based on Net Profit:** In addition to the salary, as set out above, Mr. Ujwal R. Lahoti shall be entitle to receive remuneration based on net profit which shall be recommended by Nomination and Remuneration Committee approved by the Board of Directors of the Company for each Financial Year within the limit specified under section 197 read with rules made thereunder.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Mr. Ujwal R. Lahoti, shall be paid the remuneration as set out in the explanatory Statement annexed to the Notice convening this Annual General Meeting, as minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**LAHOTI OVERSEAS LIMITED**  
**CIN : L74999MH1995PLC087643**



**Place: Mumbai**  
**Date: February 14, 2024**

**By Order of the Board**  
**Lahoti Overseas Limited**

**Sd/-**  
**Mr. Umesh Lahoti**  
**Managing Director**  
**DIN-00361216**

**NOTES:**

1. 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.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. 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.
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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

**LAHOTI OVERSEAS LIMITED**  
**CIN : L74999MH1995PLC087643**



5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. 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 [www.lahotioverseas.in](http://www.lahotioverseas.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Members who would like to express their views or ask questions during the AGM may register themselves by sending their questions by September 26, 2022 from their registered Email ID mentioning their name, DP ID and Client ID / Folio No, PAN, mobile number at [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)
10. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on September 23, 2022. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM
11. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting, is entitled to appoint a proxy / proxies to attend and vote instead of himself/ herself, such proxy/ proxies need not be member(s) of the company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address at [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited for assistance in this regard by sending a mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
15. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. Members desiring any information as regards the businesses proposed to be transacted at this meeting are requested to write to the Company at [investors@lahotioverseas.com](mailto:investors@lahotioverseas.com) at least 7 days before the date of the meeting to enable the management.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH -13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
18. NRI Members are requested to:  
Change their residential status on return to India permanently.  
Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
19. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.





20. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.

**Link Intime India Pvt Limited**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083  
Tel No : +91 22 49186270  
Fax: +91 22 49186060  
E-mail id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**The Board of Directors of the Company has appointed M/s Kothari & Associates, Company Secretaries, as Scrutinizers to scrutinize the remote e-voting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.**

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.lahotioverseas.com](http://www.lahotioverseas.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchange where the shares of Company are listed i.e. [www.bseindia.com](http://www.bseindia.com)

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

**The remote e-voting period begins on 13<sup>th</sup> April 2024 at 09:00 A.M. and ends on 15<sup>th</sup> April, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08<sup>th</sup> April, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08<sup>th</sup> April, 2024.**



**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</li> </ol>





	<p>“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in	EVEN Number followed by Folio Number



Physical Form.	registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**



**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section



of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Sarita Mote at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@lahotioverseas.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@lahotioverseas.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

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

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

**LAHOTI OVERSEAS LIMITED**  
**CIN : L74999MH1995PLC087643**



1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com) The same will be replied by the company suitably.

**Place: Mumbai**  
**Date: February 14, 2024**

**By Order of the Board**  
**Lahoti Overseas Limited**

**Sd/-**  
**Mr. Umesh Lahoti**  
**Managing Director**  
**DIN-00361216**





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

**Item No.1: Appointment of Mr. Sanjay Deshpande (DIN: 10429349) as an Independent Director.**

Mr. Sanjay Deshpande was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated 22nd January, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjay Deshpande has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Sanjay Deshpande as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 21st January, 2029.

In the opinion of the Board, Mr. Sanjay Deshpande fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Sanjay Deshpande possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Sanjay Deshpande as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Sanjay Deshpande as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sanjay Deshpande is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Mr. Sanjay Deshpande, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 for the approval of the Members.

**The brief profile of Mr. Sanjay Deshpande is given in Annexure A**

**Item No. 2: Appointment of Mr. Ravi Seth (DIN: 02427404) as an Independent Director.**



Mr. Ravi Seth was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated 22nd January, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Ravi Seth has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Ravi Seth as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 21st January, 2029.

In the opinion of the Board, Mr. Ravi Seth fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Ravi Seth possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Ravi Seth, Director as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Ravi Seth as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Ravi Seth who has attained age of 71 years, and will be attain age of 75 years during his current tenure, therefore it is required to approve his appointment as an Independent Director by passing special resolution by the members of the Company pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Mr. Ravi Seth is interested and concerned in the Resolution mentioned at Item No. 2 of the Notice. Other than Mr. Ravi Seth, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 2 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 2 for the approval of the Members.

**The brief profile of Mr. Ravi Seth is given in Annexure A**

**Item No. 3: Re-appointment of Mr. Ujwal Lahoti as Whole Time Director, designated as executive chairman**



The Board of Directors of the Company ("Board"), at its meeting held on 22<sup>nd</sup> January, 2024 has, subject to the approval of members, re-appointed Mr. Ujwal R Lahoti as Whole-Time Director, designated as Executive Chairman for a period of 5 (Five) years after expiry of current term i.e. w.e.f. April 01, 2024 on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board.

Board recommends the said resolution and seeks the approval of members by passing Special Resolution for the re-appointment of and Remuneration payable to Mr. Ujwal R. Lahoti as Whole-Time Director designated as Executive Chairman of the Company, in terms of the applicable provisions of the Act.

The principle terms and conditions of the appointment of Mr. Ujwal R. Lahoti as Whole Time Director are as follows:

1. Term of Appointment: 5 Years
2. Period: April 01, 2024 – March 31, 2029
3. **Remuneration:**

A. (i) Basic Salary: Rs. 24, 00,000 to Rs. 48, 00,000 per annum, (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee) + 4,20,000 perquisites.

(ii) Special Allowance: As may be decided by the Board from time to time which shall not attract Provident fund, Gratuity, Superannuation fund etc.

- B. **Perquisites:** Perquisites applicable to the Director in addition to salary, as follows: -
- a) Housing: i. The Expenditure by the Company on hiring/leasing furnished accommodation will be subject to 60% of the salary, over and above 10% payable by the Whole Time Director. ii. In case the accommodation is owned by the Company, 10% of the salary of the Whole Time Director shall be deducted by the Company.
  - b) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing-i. mentioned above
  - c) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary per year or Five month's salary over a period of Five years.
  - d) Club Fees: Fees of clubs subject to a maximum to two clubs, but not including admission fees payable at the time of acquiring Club Membership.
  - e) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which does not exceed 50,000 per annum. (Explanation: "Family" means the spouse and dependent children of Mr. Ujwal R. Lahoti)

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- f) Remuneration Based on Net Profit: In addition to the salary, as set out above, Mr. Ujwal R. Lahoti shall be entitled to receive remuneration based on net profit which shall be recommended by Nomination and Remuneration Committee approved by the Board of Directors of the Company for each Financial Year within the limit specified under section 197 read with rules made thereunder.

None of the Directors / Key Managerial Personnel's of the Company/their relatives is in anyway, concerned or interested, financially or otherwise in the said appointment except Mr. Umesh R. Lahoti, Mr. Aadhitiya U. Lahoti and Mr. Ujwal R. Lahoti.

The Board recommends the Ordinary Resolution set forth in Item No. 3 for the approval of the Members.

**The brief profile of Mr. Ujwal R. Lahoti is given in Annexure A**

**Place: Mumbai**

**Date: February 14, 2024**

**By Order of the Board**  
**Lahoti Overseas Limited**

**Sd/-**  
**Mr. Umesh Lahoti**  
**Managing Director**  
**DIN-00361216**



**Annexure A**

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

<b>Particulars</b>	<b>MR. SANJAY DESHPANDE (DIN: 10429349)</b>	<b>MR. RAVI SETH (DIN: 02427404)</b>	<b>Mr. UJWAL R. LAHOTI (DIN: 00360785)</b>
<b>Date of Appointment</b>	January 22, 2024	January 22, 2024	January 22, 2024
<b>Age in years</b>	68	71	64
<b>Qualification</b>	He is engineering graduate with Post graduation in Defence studies	Mr. Ravi Kumar Seth, aged 70 years is a qualified chartered accountant.	Mr. Ujwal Rambilas Lahoti has done his graduation in Commerce from Pune University and has more than 39 years of experience in the business of yarn and cloth trading and exports.
<b>Expertise in specific functional area</b>	After retirement from Indian Navy he was Heading a shipbuilding company Bharati Shipyard Ltd, Ratnagirai for One and half years. He is associated with Titagarh Rail Systems Ltd (Erstwhile Titagarh Wagons Limited) for last 11 years in various capacities and now Executive director Heading Shipbuilding division. He has a rich experience of 32 years in defence and 13 years in corporate at very senior position after retirement from Navy.	He has 47 years of experience, as a practicing chartered accountant and interacting with entrepreneurs from the various fields.	He handles the trading division of the Company which mainly includes Exports of Yarns, Fabrics, and other allied Textile products. He is looking after overall Merchandise Trading activities of the Company.
<b>Remuneration sought to be paid</b>	N/A	N/A	As mentioned in Notice and explanatory statement
<b>Terms and</b>	The Board has appointed	The Board has	Re-Appoint Mr.

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<b>Conditions of Appointment</b>	Mr. Sanjay Deshpande as an Additional Director-Non Executive Independent Director to hold office for a term of 5(five) years w.e.f. 22nd January 2024, subject to the approval and regularisation by the shareholders of the Company.	appointed Mr. Ravi Seth as an Additional Director-Non Executive Independent Director to hold office for a term of 5(five) years w.e.f. 22nd January 2024, subject to the approval and regularisation by the shareholders of the Company.	Ujwal R. Lahoti (DIN 00360785) as Whole Time Director designated as Executive Chairman of the Company for five years subject to applicable approvals, with effect from 1st April, 2024
<b>Date of first appointment on the Board</b>	January 22, 2024	January 22, 2024	January 22, 2024
<b>Shareholding in the Company</b>	N/A	N/A	N/A
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	Not related to any of the Directors of the Company	Not related to any of the Directors of the Company	Brother of Mr. Umesh R. Lahoti, Managing Director & Father of Mr. Aadhitiya U. Lahoti, Executive Director
<b>Number of Meetings of the Board attended during the year</b>	1	1	1
<b>Directorships held in other Public Limited in India</b>	None	2	13
<b>*Chairmanships / Membership of Committees in other public limited companies in India</b>	None	None	Chairperson - N.A. Membership - 4