

Nouveau Global Ventures Limited

CIN: L01407MH1988PLC049645

28th January, 2022

To,
The Manager
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: Notice of 1st Extraordinary General Meeting of the Company
Reg: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015
Ref.: Scrip ID: NOUVEAU
Scrip Code: 531465

Dear Sir/Ma' am,

This is to inform that in compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 1st Extraordinary General Meeting of the members of the Company scheduled to be held on Monday, 21st, February, 2022 at 12:00 Noon (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The said Notice, along with the Explanatory Statement is also made available on the Company's website at www.nouveauglobal.com.

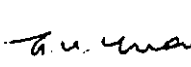
Newspaper advertisement of Notice of Extraordinary General Meeting including book closure intimation and e-voting disclosure along with other required details is being published tomorrow in the newspapers for shareholders, in compliance with the provision of Companies Act, 2013 and pursuant to Regulation 47 of SEBI (LODR), Regulations, 2015.

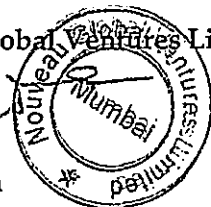
The above is for your information and dissemination to the public at large.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For Nouveau Global Ventures Limited


Krishan Khadaria
Managing Director
DIN: 00219096



Encl: As above.



NOUVEAU GLOBAL
VENTURES LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **1st Extraordinary General Meeting** of the Members of Nouveau Global Ventures Limited will be held on **Monday, 21st February, 2022 at 12:00 Noon IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business: -

SPECIAL BUSINESS:

- 1. To consider and approve sub-division of equity shares of the Company from face value of Rs. 10/- each into equity shares of face value of Re. 1/- each:**

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 issued by the Securities & Exchange Board of India and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the consent of the members of the Company be and is hereby accorded for sub-dividing each of the Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten) each into 10 (Ten) Equity Shares of the face value of Re.1/- (Rupee One) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, the authorised, issued, subscribed and paid-up equity share capital of nominal value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 10 (ten) Equity Shares of the face value of Re. 1/- (Rupee One) each from the record date and shall rank paripassu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Share of the face value of Rs. 10/- (Rupees Ten) each held in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and it is required to surrender the existing physical Share Certificate(s), to the Company/RTA to issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorised to fix the record date and to take all the necessary steps as may be necessary in relation to the above and to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to the aforesaid Resolution(s) including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, as it may be required, in relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a committee thereof) and/or the Managing Director and / or any other key managerial personnel be and are hereby severally authorised to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. To consider and approve the alteration of capital clause of Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following Clause V:

“The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) equity shares of Re. 1/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with the power to increase and reduce the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being, be provided by the regulations of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

3. To consider and approve the alteration of Article 20 of Article of Association of the Company:

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

“**RESOLVED THAT** pursuant to Sec. 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act and the rules made there under, consent of members of the Company be and is hereby accorded to alter Article 20 of Articles of Association of the Company shall be substituted with the following:

“Subject to the provisions of the Act and any other statutory requirements having the force of law governing the issue and signatures to and sealing of certificate to shares and applicable to this Company for the time being in force the certificate of title to shares and the duplicate thereof when necessary shall be issued under the seal of the Company, if any, of the company or signed by two Directors or by a director and the Company Secretary, wherever the company has appointed a Company Secretary, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares. A Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of a rubber stamp, provided that the director or company secretary shall be personally responsible for permitting the affixation of his signature thus and the safe custody of any machine, equipment or other material used for the purpose.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such act, deeds and things, which may be usual or expedient or proper to give effect to the above resolution and to file the requisite forms with the Registrar of Companies and to intimate concerned stock exchange as per listing regulations wherever required.”

4. To re-appoint Mr. Krishan Khadaria (holding DIN: 00219096) as Managing Director of the Company for a further period of 5 years:

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors(hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf) and subject to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force)and the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014, read with schedule V of the Act, and subject to such other consents and permissions as may be required and and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Krishan Khadaria (DIN: 00219096) as Managing Director** of the Company **for a period of 5 years from 1st March, 2022 to 28th February, 2027** on the remuneration and on such terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty and authority to the Board of Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Khadaria.

RESOLVED FURTHER THAT the scope and quantum of remuneration approved vide this resolution, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and as agreed by and between the Company and Mr. Khadaria without any further reference to the Company in General Meeting and subject to conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time as well.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

By and on behalf of the Board
For Nouveau Global Ventures Limited

Registered Office:

401/A, Pearl Arcade,
Opp. P. K. Jewellers,
DautBaug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Krishan Khadaria

Managing Director

DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 24th January, 2022

Place: Mumbai

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 (“Listing Regulations”), physical attendance of the Members to the 1st Extraordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 1st EGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA / SEBI 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. However, in pursuance of Section 113 of the Companies Act, 2013 (“the Act”), authorized representative of the Corporate Member(s) may be appointed for the purpose of voting through remote e-Voting, for participation in the 1st EGM through VC/ OAVM and e-Voting during the said EGM.
3. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the aforementioned MCA Circulars.
4. The relevant Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings(SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto as **ANNEXURE A** to this Notice.

5. Information under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India relating to Directors proposed to be re-appointed is provided in the **ANNEXURE B** to this Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Only bonafide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Applicable statutory records and all the documents referred to in the accompanying Notice of the 1st EGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. upto the date of the Extraordinary General Meeting. Members seeking to inspect such documents can send an email to khushboogupta.ngvl@gmail.com and/or nouveauglobal@gmail.com .
9. The Register of Members and share transfer books of the Company shall remain closed from **Tuesday, 15th February, 2022 to Monday 21st February, 2022**. (both days inclusive).
10. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to **M/s. Bigshare Services Private Limited**, Company's Registrar & Share Transfer Agent, Tel: 022 62638200 Fax: 022-62638299 Email id.: info@bigshareonline.com.in respect of their holding in physical shares, quoting Folio No..
11. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms are available on the Company's website for download.
12. Members, desiring any information relating to the business items of Notice, are requested to write to the company at an early date for the management to keep the information ready.
13. Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios do not have or having incomplete details with regard to Permanent Account Number (PAN) and Bank particulars are required to compulsorily furnish the same to the RTA or the Company for registration in the folio.

Shareholders holding shares in physical form are requested to notify the Company at nouveauglobal@gmail.com / RTA at rajeshm@bigshareonline.com in writing, any change in their Bank Account details under the signature of sole / first joint holder. Beneficial owners of shares in electronic form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their DP as the same are maintained by the DP.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN details to their DP, if not already provided. Members holding shares in physical form are required to mandatorily submit the following to RTA:
 - i) a copy of their PAN card; if not already provided; and

- ii) a copy of the PAN card of the transferee(s), members, surviving joint holder(s) / legal heir(s) while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.
15. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 01st April, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 listed companies shall issue the securities in dematerialized form only. In view of the same, members are advised to dematerialize shares held by them in physical form.

Members holding shares in physical form are advised to convert their holding(s) to dematerialized form, so as to eliminate all risks associated with physical shares. **Those who have still not converted their holding(s) to dematerialized form, are advised to convert the same at the earliest. Otherwise, requests for effecting the transfer of securities shall not be processed.** For any clarification, assistance or information, relating to dematerialization of shares the Company's RTA may be contacted.

16. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. **COMMUNICATION THROUGH E-MAIL:** The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions. Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website at www.nouveauglobal.com.

To support green initiative, Members who have not registered their e-mail addresses with the Depositories /Company / RTA, so far, are requested to register/update their e-mail addresses with the Company by sending their Email to nouveauglobal@gmail.com or SMS to +91-9324166769 by quoting their name and folio no. or DPID/Client ID.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

18. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the EGM, are being sent only by email to the Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
19. Members may note that this Notice of EGM will be available on the Company's website www.nouveauglobal.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL at evoting@nsdl.co.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

20. 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.

21. Members, who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in or use Toll free no.:1800 1020 990 and 1800 22 44 30 or contact Mr. Anubhav Saxena, Manager, NSDL at evoting@nsdl.co.in.
22. 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.

PROCEDURE TO RAISE QUESTIONS DURING ANNUAL GENERAL MEETING:

23. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at nouveauglobal@gmail.com from **14th February 2022 to 19th February 2022**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

1. 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 Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), 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.
2. **The remote e-voting period begins on Friday, 18th February, 2022 at 9:00 A.M. and ends on Sunday 20th February, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
3. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast 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 during the EGM.
4. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The Notice of the EGM of the Company inter alia indicating the process and manner of e-Voting process can be downloaded from the link <https://www.evoting.nsdl.com> or from the website of the Company www.nouveauglobal.com.

6. The voting rights of shareholders shall be in proportion to the shares held by them, of the paid up equity share capital of the company as on the **cut-off date i.e. Monday, 14th February, 2022.**
7. **Members holding shares in physical or in demat form as on Monday, 14th February, 2022, shall only be eligible for e-voting.**
8. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding Shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.

Please read the instructions printed below before exercising your vote.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

<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 & voting during the meeting.</p>
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) 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 General 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 caarvindbaid@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Monday, 14th February 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
3. 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 to reset the password.

4. 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 or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/AnubhavS@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.
5. **Mr. Arvind Baid, Practicing Chartered Accountants, Mumbai** (Membership No. 155532), has been appointed by the Board of Directors **as the scrutinizer to scrutinize remote e-voting process and the e-voting** at the Meeting venue in a fair and transparent manner.
6. The scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 2 Working days after the conclusion of the EGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall countersign the same and declare the result of the voting forthwith.
7. The voting results declared along with the scrutinizer's report shall be placed on the company's website www.nouveauglobal.com and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of the result by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the BSE Limited.

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 nouveauglobal@gmail.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 (Company email id). 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 member may send an e-mail request to evoting@nsdl.co.in 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 is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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:

1. Member will be provided with a facility to attend the EGM 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 nouveauglobal@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By and on behalf of the Board
For Nouveau Global Ventures Limited

Registered Office:

401/A, Pearl Arcade,
Opp. P. K. Jewellers,
DautBaug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Krishan Khadaria
Managing Director
DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 24th January, 2022

Place: Mumbai

ANNEXURE A to the Notice

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts of following items of Special businesses mentioned in the accompanying notice dated 24th January, 2022.

ITEM NO.1 to 3

The Equity Shares of your company are listed and actively traded on BSE Limited. With a view to facilitate larger shareholder base to increase liquidity in the capital market and to make shares more affordable to small shareholders, the Board at its meeting held on 04th January, 2022, considered and approved the sub-division of Equity Share of the Company from face value of Rs.10 (Rupees Ten) each into Equity Shares of face value of Re. 1/- (Rupee One) each subject to approval of the members and any other statutory and regulatory approvals as applicable. The Record date for the aforesaid sub-division of the equity shares will be fixed after approval of the members is obtained.

The present capital structure of the Company is provided as follows:

S.No.	Particulars	Details	
1	Number of Shares of each class – pre Sub-division	Particulars	No. of equity shares pre sub-division
		Authorised	2,00,00,000 equity shares of Rs. 10/- each
		Subscribed	1,85,53,000 equity shares of Rs. 10/- each
		Paid Up	1,85,53,000 equity shares of Rs. 10/- each

There will not be any change in the amount of authorized, issued, subscribed and paid up share capital post sub-division, but the number of shares will change respectively:-

S.No.	Particulars	Details	
1	Number of Shares of each class post Sub-division	Particulars	No. of equity shares post sub-division
		Authorised	20,00,00,000 equity shares of Re. 1/- each
		Subscribed	18,55,30,000 equity shares of Re. 1/- each
		Paid Up	18,55,30,000 equity shares of Re. 1/- each

The sub-division as aforesaid would require consequential amendment to the existing Clause V of the Memorandum of Association of the Company on the terms set out in item no. 2 of the notice to reflect the change in face value of each equity share of the company from existing Rs.10/- each to proposed Re. 1/- each. As per the provisions of the Sections 13 and 14 of the Companies Act, 2013, any alteration in the Memorandum of Association and Article of Association of the Company shall be effected only after the approval of the members by passing a Special resolution.

Accordingly, the approval of shareholders is required by way of Special resolution for sub-division of Equity Shares of the Company and consequential amendment to the capital clause of the Memorandum of Association and alteration to the Article 20-Certificate of Shares of Article of Association of the Company, in pursuance of the provisions of the Companies Act, 2013 and the applicable Rules, Regulations and laws.

Accordingly, your Directors recommend the Special Resolutions as set out in Item Nos. 1 to 3 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in the Resolution(s) as set out at Item Nos. 1 to 3 of the Notice except to the extent of their shareholding.

ITEM NO.4

Mr. Krishan Khadaria, the founder Director of the Company, who was appointed as Managing Director by the members to hold office up to 28th February, 2022 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Keeping in view that Mr. Krishan Khadaria's has rich and varied experience in the Industry and has been involved in the operations of the Company since its inception, it would be in the interest of the Company to continue the employment of Mr. Khadaria as Managing Director.

Mr. Khadaria is a qualified Chartered Accountant as well as a Bachelor of Law and had started his career at the age of 23 as a practicing partner of M/s. Saraogi & Associates Chartered Accountants. He also served for more than two decades as a senior partner in M/s K.K. Khadaria & Co. Chartered Accountants, specializing in auditing, taxation, business and corporate legal and financial consultant, loan and lease syndication, capital market operations. In a short span he gained high reputation and professional growth and niche in multi operational fields.

Besides being continued to look after the affairs of M/s. K. K. Khadaria & Co. the rich experience and niche had inspired him to promote Nouveau Finance Ltd. The Company later on diversified into the business of media and entertainment and followed by further diversification as a venture capital entity with new name to Nouveau Global Ventures Limited

The Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, at their meetings held on 24th January, 2022 and subject to the approval of the members in the ensuing Extraordinary General Meeting, have approved the re-appointment and broad terms and conditions (including remuneration) of Mr. Krishan Khadaria as Managing Director of Nouveau Global Ventures Limited for a period of 5 (five) years i.e. from 1st March, 2022 to 28th February, 2027 as under:

Effective date of appointment :	1 st March, 2022.
Term of appointment :	5 years
Past Salary :	Rs. 50,000/-per month
Basic Salary sought to be paid :	The Company shall pay to the Managing Director an amount of Rs. 50,000/- per month as basic salary with the power to the Board to increase the basic salary within the grade of Rs. 60,000/-Rs.1,50,000/- per month from time to time.
Allowances & Perquisites:	Mr. Khadaria shall be entitled for house rent allowance, Conveyance Allowance, Communication Allowance, Leave travel concession, Self Development Allowance, Performance Allowance, Special Allowance, Medical Allowance, Bonus, Business Promotion expenses allowance and/or any other allowance as may be determined by the Nomination & Remuneration Committee from time to time in addition to above said

	salary. However, the total perquisites and allowance shall not exceed 150% of the salary.
Incentive	As may be determined by the Nomination & Remuneration Committee from time to time.
Reimbursement of expenses	Reimbursement of actual medical expenses incurred for self and family, club fees for 2 clubs, provision of car(s), telephone, cellphone expenses and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.
General	<p>(i) In the event of absence or inadequacy of profits in any financial year, Mr. Khadaria shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant.</p>

The brief profile of Mr. Khadaria is provided as Annexure B to the Notice, as per the provision of the Companies Act, 2013 and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, enclosed hereunder.

Save and except Mr. Khadaria and his relatives, Mr. Mohit Khadaria and Mrs. Asha Khadaria, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice. The Board recommends the passing of a Special Resolution as set out at Item No. 4 of the accompanying Notice.

By and on behalf of the Board
For Nouveau Global Ventures Limited

Registered Office:

401/A, Pearl Arcade, Opp. P. K. Jewellers,
DawoodBaug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

KrishanKhadaria
Managing Director
DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 24th January, 2022

Place: Mumbai

Annexure B**PROFILE OF THE DIRECTOR BEING RE-APPOINTED**

The brief resume of each of the Director proposed to be re-appointed at the 1st Extraordinary General Meeting of the Company is given below:-

Name of Director	Krishan Khadaria
DIN	00219096
Date of Birth & Age	15-05-1961
Nationality	Indian
Date of re-appointment	01/03/2022
Educational Qualification	Chartered Accountant and Bachelor of Law
Experience/ Expertise in specific functional area	He is having more than two decades experience in auditing, taxation, business and corporate legal and financial consultant, loan and lease syndication, capital market operations. In a short span he gained high reputation and professional growth and niche in multi operational fields like media industry etc.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years (Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee))	<p>Mystic Electronics Limited(Formerly known as Pearl Electronics Limited)</p> <p>- Audit Committee(Member) -Stakeholders Relationship Committee (Member)</p> <p>Mukta Agriculture Limited(Formerly known as Pearl Agriculture Limited)</p> <p>- Audit Committee(Member) -Stakeholders Relationship Committee (Member)</p> <p>Mr. Khadaria has not resigned from any listed Company in past (three) 3 years.</p>
Terms & Conditions of Re-appointment	5 years, from 1 st March, 2022 to 28 th February, 2027, Executive Director
Details of Remuneration last drawn and sought to be paid	Rs. 50,000/- per month.
List of directorship held in other Companies	<ol style="list-style-type: none"> 1. Mystic Electronics Limited 2. Mukta Agriculture Limited 3. Rajat Commercial Enterprises Pvt Ltd 4. Mitesh Poly Pack Pvt Ltd 5. Golden Medows Export Private Limited 6. Kashish Multi Trade Private Limited 7. Forever Flourishing Finance & Investments Private Limited 8. Attribute Shares And Securities Private Limited 9. Laxmiramuna Investments Private Limited 10. Anutham Property Developers Private Limited 11. Slogan Infotech Private Limited 12. Kasturi Overseas Private Limited

	13. Pearl Arcade Consultant Private Limited 14. Vibhuti Properties Private Limited
Relationship between directors inter-se	Mrs. Asha Khadaria- Wife Mr. Mohit Khadaria-Son Apart from the above Directors, Mr. Khadaria is not related to any other director of the Company.
Shareholding in the Company	Holds 12, 78,519 equity shares as on 28 th January, 2022.
No. of Board Meetings attended during the F.Y. 2021-22	8 of 8