

BNK CAPITAL MARKETS LIMITED

Regd. Off: Duncan House, 31, Netaji Subhas Road, Kolkata- 700001

Tel: 033 66251000 Email: secretarial.qcml@rpsg.in

CIN : L34202WB1986PLC040542

NOTICE is hereby given that the 35th Annual General Meeting of the Members of BNK Capital Markets Limited ('Company') will be held on Friday, the 17th of December, 2021 at 04:00 P.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business:

Item No. 1

To Consider and adopt:

- a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the directors and auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the auditors thereon.

Item No. 2

To declare dividend of Rs. 2.50/- per equity share for the financial year ended March 31, 2021.

Item No. 3

To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if, thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the appointment of M/s. Santosh Choudhary & Associates, Chartered Accountants, (Registration No. 323720E) be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

Special Business:

Item No. 4

Appointment of Mr. Harish Toshniwal as a Non- Executive 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of association of the Company, Mr. Harish Toshniwal (DIN:00060722), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the

requisite filings with the registrar of companies.”

Item No. 5

Appointment of Mr. Sunil Bhandari as a Non- Executive 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of Association of the Company, Mr. Sunil Bhandari (DIN:00052161), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies.”

Item No. 6

Appointment of Mr. Sunil Kumar Sanganeria as a Non- Executive 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as may be in force from time to time, Articles of Association of the Company, Mr. Sunil Kumar Sanganeria (DIN:03568648), who was appointed by Board of Directors, as an Additional Director of the Company with effect from August 23, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies.”

Item No. 7

Appointment of Ms. Rusha Mitra as an Independent Director:

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

“RESOLVED THAT Ms. Rusha Mitra (DIN: 08402204) who was appointed as an Additional Director of the Company with effect from 23rd August, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Rusha Mitra as a candidate for the office of director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Ms. Rusha Mitra, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from August 23, 2021 not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies.”

Item No. 8

Appointment of Mr. Trivikram Khaitan as an Independent Director:

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

“RESOLVED THAT Mr. Trivikram Khaitan (DIN: 00043428) who was appointed as an Additional Director of the Company with effect from 12th November, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Trivikram Khaitan as a candidate for the office of director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Mr. Trivikram Khaitan, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from November 12, 2021 not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies.”

Item No. 9

Appointment of Mr. Kedarisetty Naga Mahesh Kumar as an Independent Director:

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

“RESOLVED THAT Mr. Kedarisetty Naga Mahesh Kumar (DIN: 00176969) who was appointed as an Additional Director of the Company with effect from 12th November, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Kedarisetty Naga Mahesh Kumar as a candidate for the office of director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and pursuant to recommendations of the Nomination & Remuneration Committee and the Board, Mr. Kedarisetty Naga Mahesh Kumar, who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from November 12, 2021 not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies.”

By Order of the Board of Directors

Ankita Poddar
Company Secretary
(Membership No. A 53978)

Registered Office:

Duncan House,
31, Netaji Subhas Road,
Kolkata- 700001

Dated: 12nd November, 2021

Notes

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 2. An explanatory statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 6. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 7. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website www.qcml.in, websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 8. Members are requested to notify any change in their addresses immediately to M/s. CB Management Services (P) Ltd., P-22, Bondel Road, Kolkata- 700 019, Email-ID: rta@cbmsl.com, the Registrar & Share Transfer Agents of the Company for shares in the physical form. Shareholders who hold their shares in dematerialised form may lodge their requests for change of address, if any, with their respective Depository Participants.
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9. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTA.
 10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 11. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is being Annexed to this Notice.
 12. The Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested under Section 180 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send email to the Company at secretarial.qcml@rpsq.in.
 13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 11th December, 2021 to Friday, 17th December, 2021 (both days inclusive) for the purpose of the AGM/payment of final dividend on equity shares for the year ended 31 March, 2021, if declared at the AGM as under:
 - a) To all Beneficial Owners in respect of shares held in electronic form as per the data to be made available by NSDL/CDSL as of the close of business hours on 10th December, 2021.
 - b) To all Members in respect of shares held in physical form after giving effect to valid share transmission and share transposition requests lodged with the Company/Registrar & Share Transfer Agent (RTA) as of the close of business hours on 10th December, 2021.
 14. Members are reminded to send their dividend warrants, which have not been encashed, to the Company/Registrar & Share Transfer Agents, for revalidation. As per the provisions of Section 124(6) of the Companies Act, 2013, unclaimed dividends and corresponding equity shares are liable to be transferred to the Investor Education and Protection Fund of the Central Government after expiry of seven years from the date they become due for payment.
 15. As per the current SEBI Regulations, dividend is required to be credited to shareholders' respective bank accounts through Electronic Clearing Services (ECS), wherever the facility is available and the requisite details/mandates have been provided by the Members. Members are requested to send the details of their bank accounts with addresses and MICR Codes of their banks to their Depository Participants (in case the
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shares held in dematerialised form) or to CB Management Services (P) Ltd., (in case of shares are held in physical form) at the earliest.

16. The Members can join the AGM 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.

17. Other Instructions:

- i) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, the 10th of December, 2021.
 - ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
 - iii) Pursuant to the provision of Section 108 of the Act read with rules thereof Mr. Tarun Goyal, a Practising Company Secretary (Membership No. 25255) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
 - iv.) The Scrutinizer shall after the conclusion of e-Voting at the 35th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
 - v.) The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company and on the website of CDSL. Such results will also be displayed on the Notice Board at the Registered Office of the Company as well and shall be forwarded to both the Stock Exchanges, BSE Limited and The Calcutta Stock Exchange Limited.
18. Members desiring to have any information relating to the accounts are requested to write to the Company at the e-mail ID: secretarial.qcml@rpsq.in latest by 1st December, 2021 by 4:00 P.M. (IST) so that the company can reply appropriately.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 14th December, 2021 at 09:00 A.M. and ends on 16th December, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th December, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
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However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,

	<p>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 with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
 - (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
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- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <BNK Capital Markets Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tarun25255@gmail.com; secretarial.qcml@rpsq.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial.qcml@rpsq.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial.qcml@rpsq.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors

Ankita Poddar
Company Secretary
(Membership No.A 53978)

Registered Office:

31, Netaji Subhas Road
Duncan House, Kolkata -700001
Dated: 12th November, 2021

Details of the directors seeking appointment/ re-appointment

In terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards 2 on General Meetings (SS-2)

Name of Directors	Mr. Harish Toshniwal	Mr. Sunil Bhandari
DIN	00060722	00052161
Date of Birth/Age	10 Th August, 1967 / 54 years	22 nd August, 1960 / 61 years
Brief Resume	<ul style="list-style-type: none"> • Chartered Accountant and Cost Accountant • About 30 years of experience in the field of finance and accounts • Responsible for finalising accounts and audit and interpretation of financial statements, and has been instrumental in leading various mergers and acquisitions. 	<ul style="list-style-type: none"> • Chartered Accountant • More than 3 decades of experience in managerial, administrative, leadership, and directorial capacities, including in the financial service sector. • Serves on the board of other listed and unlisted entities.
Date of First Appointment	23 rd August, 2021	23 rd August, 2021
Terms and Conditions of Appointment / re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the Sitting Fees paid for attending the meetings of the Board of Directors and/or its Committees.	
Shareholding in the Company	Nil	Nil
Relationship with the Other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Board Meetings attended during the FY 2020-21	N.A.	N.A.
List of other Companies in which Directorship is held	<ul style="list-style-type: none"> • Sarala Real Estates Ltd. • RPSG Resources Pvt. Ltd. • Lebnitze Real Estates Pvt. Ltd. • Alipore Towers Pvt. Ltd. • Best Apartments Pvt. Ltd. • Indent Investments Pvt. Ltd. • Kutub Properties Pvt. Ltd. • Dev-Harsh Vinimay Pvt. Ltd. • Sundaram Vinimay Pvt. Ltd. • Highway Apartments Pvt. Ltd. • Devise Properties Pvt. Ltd. • Blue Ocean Infrastructure Pvt. Ltd. • Tinnevely Tuticorin Investments Ltd. • Rainbow Investments Ltd. • RPSG Sports Pvt. Ltd. 	<ul style="list-style-type: none"> • Stel Holdings Ltd. • Open Media Network Pvt. Ltd. • Lebnitze Real Estates Pvt. Ltd. • Indent Investments Pvt. Ltd. • Panchtantra Vinimay Pvt. Ltd. • Panchmurti Commercial Pvt. Ltd. • RPSG Resources Pvt. Ltd. • Solty Commercial Pvt. Ltd. • Ritushree Vanijya Pvt. Ltd. • Dotex Merchandise Pvt. Ltd. • ACE Applied Software Services Pvt. Ltd. • Kolkata Games & Sports Pvt. Ltd. • Crescent Power Ltd. • Rainbow Investments Ltd. • Duncan Brothers & Co Ltd. • Grand Royale Enterprises Ltd. • Spencer International Hotels Ltd • Stylefile Events Ltd.

Chairperson/Member of Committee(s) of Board of Directors of other Companies	Nil	Member of CSR Committee of Rainbow Investments Limited
Name of Directors	Mr. Sunil Kumar Sangneria	Ms. Rusha Mitra
DIN	03568648	08402204
Date of Birth/Age	23 rd March, 1964 / 57 years	20 th March, 1985 / 36 years
Brief Resume	<ul style="list-style-type: none"> Chartered Accountant, Company Secretary and Cost Accountant More than 30 years of experience in the field of finance, accountancy, taxation and secretarial compliances. 	<ul style="list-style-type: none"> Law graduate from W.B National University of Juridical Sciences, Kolkata Partner in the corporate & commercial practice group in Khaitan & Co., Kolkata. Specializes in corporate restructuring, mergers, acquisitions, demergers, reconstructions, re-organisation and advises companies on wide range of corporate law matters and Insolvency & Bankruptcy related matters.
Date of First Appointment	23 rd August, 2021	23 rd August, 2021
Terms and Conditions of Appointment / re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.	Proposed to be appointed as an Independent Director for a period of 5 consecutive years.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the Sitting Fees paid for attending the meetings of the Board of Directors and/or its Committees.	
Shareholding in the Company	Nil	Nil
Relationship with the Other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Board Meetings attended during the FY 2020-21	N.A.	N.A.
List of other Companies in which Directorship is held	<ul style="list-style-type: none"> Kolkata Metro Networks Ltd. Shreeya Warehousing & Logistics Pvt. Ltd. Shrikrishna Chaitanya Trading Company Pvt. Ltd. Solty Commercial Pvt. Ltd Ritushree Vanijya Pvt. Ltd. APA Services Pvt. Ltd. Dynamic Success Projects Pvt. Ltd. Devise Properties Pvt. Ltd. Organised Investments Ltd Brabourne Investments Ltd. Stylefile Events Ltd. 	<ul style="list-style-type: none"> Lux Industries Ltd. GKW Ltd. GMMCO Ltd. Naga Dhunseri Group Ltd. Harrisons Malayalam Ltd. Texmaco Rail & Engineering Ltd. Phillips Carbon Black Ltd. Rainbow Investments Ltd.
Chairperson/Member of Committee(s) of Board	Nil	<ul style="list-style-type: none"> GMMCO Ltd.- Member of NRC Harrisons Malayalam Ltd. –

of Directors of other Companies

Chairperson of AC and NRC and Member in SRC

- GKW Ltd. – Chairperson of NRC and Member in SRC
- Rainbow Investments Ltd. – Member in AC and NRC
- Phillips Carbon Black Ltd. – Chairperson of SRC and Member in CSRC and NRC

Name of Directors**Mr. Trivikram Khaitan****Mr. Kedarisetty Naga Mahesh Kumar**

DIN	00043428	00176969
Date of Birth/Age	20 th December, 1964 / 57 years	10 th June, 1954 / 67 years
Brief Resume	<ul style="list-style-type: none"> • Law graduate and member of Bar Council of West Bengal • Experience in advising clients on corporate law matters, such as mergers, demergers and acquisitions, due diligence of companies, attending to matters of National Company law Tribunal, drafting agreements and advising clients on acquisition of companies, acquisition of business, joint ventures, shareholders' agreements, foreign collaborations, technology transfer agreements, finance documentation etc. • Handled and advised clients on capital market transactions such as IPOs, rights issue, preferential issue of shares and foreign offerings such as GDRs, FCCBs. Also, dealt with matters relating to FEMA, NBFC, SEBI and real estate. 	<ul style="list-style-type: none"> • Fellow Member ICMA , Kolkata and a MBA (Fin.) with professional experience of 42 years spread across several Public sector and private Sector Companies • Experience covers entire gamut of Finance, accounts, audit, direct & indirect taxation, corporate governance, Grievance Redressal and legal aspects • Presently employed with Spencer and Company Ltd., Chennai as Senior Vice President & CFO
Date of First Appointment	12 th November, 2021	12 th November, 2021
Terms and Conditions of Appointment / re-appointment	Proposed to be appointed as an Independent Director for a period of 5 consecutive years.	Proposed to be appointed as an Independent Director for a period of 5 consecutive years.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the Sitting Fees paid for attending the meetings of the Board of Directors and/or its Committees.	
Shareholding in the Company	Nil	Nil
Relationship with the Other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Board Meetings attended during the FY 2020-21	N.A.	N.A.
List of other Companies	<ul style="list-style-type: none"> • G.K. Udyog Pvt. Ltd. 	<ul style="list-style-type: none"> • Easy Fincorp Limited

<i>in which Directorship is held</i>	<ul style="list-style-type: none"> • Rainbow Investments Limited • Khaitan Consultants Limited • Clearbridge Medicentre Pvt. Ltd. • Einzigartig Electoral Trust 	<ul style="list-style-type: none"> • Devise Properties Pvt. Ltd. • Castor Investments Limited • ACE Applied Software Services Pvt. Ltd.
<i>Chairperson/Member of Committee(s) of Board of Directors of other Companies</i>	<ul style="list-style-type: none"> • Rainbow Investments Ltd.- Chairperson of AC, Member of CSR and NRC 	<ul style="list-style-type: none"> • Devise Properties Pvt. Ltd. - Member of AC and NRC • Easy Fincorp Ltd.- Member of AC and NRC • Castor Investments Ltd. – Member of NRC

- AC – Audit Committee, NRC – Nomination and Remuneration Committee, SRC – Stakeholders Relationship Committee, CSRC – Corporate Social Responsibility Committee

By Order of the Board of Directors

Ankita Poddar
Company Secretary
(Membership No. A53978)

Registered Office:
31, Netaji Subhas Road,
Duncan House, Kolkata - 700001
Dated: 12th November, 2021

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

The following statement sets out all material facts relating to the businesses mentioned in this notice for the 35th Annual General Meeting of the Members of the Company:

4) Appointment of Mr. Harish Toshniwal as a Non-Executive Director:

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board approved the appointment of Mr. Harish Toshniwal as an Additional (Non-Executive) Director of the Company with effect from 23rd August, 2021 to hold office upto this Annual General Meeting of the Company. Brief profile of Mr. Harish Toshniwal detailing the academic qualifications, skills and expertise is provided separately in this notice.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice proposing the candidature of Mr. Harish Toshniwal for the office of director under Section 160 of the Act.

As per the provisions contained in Circular DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015, approval of the Reserve Bank of India is required for the appointment of directors on the Board of an NBFC, if such appointment results in change in more than 30 percent of the directors excluding the independent directors. Accordingly, the Company has received the approval for appointment of Mr. Harish Toshniwal as Director of the Company vide letter ref no DBNS.RO. Kol.No./561/08.02.400/2021-22 dated July 19, 2021.

The Board recommends the appointment of Mr. Harish Toshniwal as a Non-Executive Director of the Company as set out in item no. 4 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Harish Toshniwal and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

5) Appointment of Mr. Sunil Bhandari as a Non-Executive Director:

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board approved the appointment of Mr. Sunil Bhandari as an Additional (Non-Executive) Director of the Company with effect from 23rd August, 2021 to hold office upto this Annual General Meeting of the Company. Brief profile detailing academic qualifications, skills and expertise of Mr. Sunil Bhandari is provided separately in this notice.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice proposing the candidature of Mr. Sunil Bhandari for the office of director under Section 160 of the Act.

As per the provisions contained in Circular DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015, approval of the Reserve Bank of India is required for the appointment of directors on the Board of an NBFC, if such appointment results in change in more than 30 percent of the directors excluding the independent directors. Accordingly, the Company has received the approval for appointment of Mr. Sunil Bhandari as Director of the Company vide letter ref no DBNS.RO. Kol.No./561/08.02.400/2021-22 dated July 19, 2021.

The Board recommends the appointment of Mr. Sunil Bhandari as a Non-Executive Director of the Company by way of ordinary resolution as set out in item no. 5 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Sunil Bhandari and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

6) Appointment of Mr. Sunil Kumar Sanganeria as a Non-Executive Director:

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board approved the appointment of Mr. Sunil Kumar Sanganeria as an Additional (Non-Executive) Director of the Company with effect from 23rd August, 2021 to hold office upto this Annual General Meeting of the Company. Brief profile detailing academic qualifications, skills and expertise of Mr. Sunil Kumar Sanganeria is provided separately in this notice.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice proposing the candidature of Mr. Sunil Kumar Sanganeria for the office of director under Section 160 of the Act.

As per the provisions contained in Circular DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015, approval of the Reserve Bank of India is required for the appointment of directors on the Board of an NBFC, if such appointment results in change in more than 30 percent of the directors excluding the independent directors. Accordingly, the Company has received the approval for appointment of Mr. Sunil Kumar Sanganeria as Director of the Company vide letter ref no DBNS.RO. Kol.No./561/08.02.400/2021-22 dated July 19, 2021.

The Board recommends appointment of Mr. Sunil Kumar Sanganeria as a Non-Executive Director of the Company by way of ordinary resolution as set out in item no. 6 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Sunil Kumar Sanganeria and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

7) Appointment of Ms. Rusha Mitra as an Independent Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, had approved the appointment of Ms. Rusha Mitra as an additional director in Independent category with effect from 23rd August, 2021 for a term of 5 (five) years, subject to the approval of shareholders of the Company in this Annual General Meeting. Brief profile of Ms. Rusha Mitra detailing academic qualifications, skills and expertise is provided separately in this Notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.qcml.in.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.(iii) a declaration to the effect that she meets the criteria of independent as provided under Section 149(6) of the Companies Act, 2013 and is independent of the management. She does not hold any share in the Company, either in her individual capacity or

on a beneficial basis for any other person. The Company has also received a notice proposing the candidature of Ms. Rusha Mitra for the office of director under Section 160 of the Act.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience, association of Ms. Rusha Mitra would benefit the Company and shareholders. Accordingly, it is proposed to appoint Ms. Rusha Mitra as an Independent Director on the Board of Directors of the Company. In the opinion of the Board, Ms Rusha Mitra fulfils the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The Board therefore recommends appointment of Ms. Rusha Mitra as an Independent Director of the Company, by way of ordinary resolution as set out in item no. 7 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Ms. Rusha Mitra and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

8) Appointment of Mr. Trivikram Khaitan as an Independent Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, had approved the appointment of Mr. Trivikram Khaitan as an additional director in Independent category with effect from 12th November, 2021 for a term of 5 (five) years, subject to the approval of shareholders of the Company in this Annual General Meeting. Brief profile of Mr. Trivikram Khaitan detailing academic qualifications, skills and expertise is provided separately in this Notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.qcml.in.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.(iii) a declaration to the effect that he meets the criteria of independent as provided under Section 149(6) of the Companies Act, 2013 and is independent of the management. He does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. The Company has also received a notice proposing the candidature of Mr. Trivikram Khaitan for the office of director under Section 160 of the Act.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience, association of Mr. Trivikram Khaitan would benefit the Company and shareholders. Accordingly, it is proposed to appoint Mr. Trivikram Khaitan as an Independent Director on the Board of Directors of the Company. In the opinion of the Board, Mr. Trivikram Khaitan fulfils the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The Board therefore recommends appointment of Mr. Trivikram Khaitan as an Independent Director of the Company, by way of ordinary resolution as set out in item no. 8 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Trivikram Khaitan and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

9) Appointment of Mr. Kedarisetty Naga Mahesh Kumar as an Independent Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, had approved the appointment of Mr. Kedarisetty Naga Mahesh Kumar as an additional director in Independent category with effect from 12th November, 2021 for a term of 5 (five) years, subject to the approval of shareholders of the Company in this Annual General Meeting. Brief profile of Mr. Kedarisetty Naga Mahesh Kumar detailing academic qualifications, skills and expertise is provided separately in this Notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.qcml.in.

The Company has received all the statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.(iii) a declaration to the effect that he meets the criteria of independent as provided under Section 149(6) of the Companies Act, 2013 and is independent of the management. He does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. The Company has also received a notice proposing the candidature of Mr. Kedarisetty Naga Mahesh Kumar for the office of director under Section 160 of the Act.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that, given the professional background and experience, association of Mr. Kedarisetty Naga Mahesh Kumar would benefit the Company and shareholders. Accordingly, it is proposed to appoint Mr. Kedarisetty Naga Mahesh Kumar as an Independent Director on the Board of Directors of the Company. In the opinion of the Board, Mr. Kedarisetty Naga Mahesh Kumar fulfils the eligibility criteria specified under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Fit and Proper Criteria prescribed by the RBI.

The Board therefore recommends appointment of Mr. Kedarisetty Naga Mahesh Kumar as an Independent Director of the Company, by way of ordinary resolution as set out in item no. 9 of the notice, for approval of the shareholders.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Kedarisetty Naga Mahesh Kumar and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.
