

Siddha Ventures Limited

Regd. Office: "Sethia House", 1st Floor, 23/24, Radha Bazar Street, Kolkata-700 001
Phone: +91 33 2242 9199/5335 Fax: +91 33 2242 8667 e-mail: response@siddhaventures.com
Cin: L67120WB1991PLC053646

NOTICE OF 30th ANNUAL GENERAL MEETING

Notice is hereby given that the **30th Annual General Meeting** of the shareholders of **Siddha Ventures Limited** will be held on Monday, 27th September, 2021 at 10:30 A.M. at its registered office at "Sethia House", 1st Floor, 23/24 Radha Bazar Street, Kolkata-700001 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility without the presence of physical quorum to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March,2021 together with the Reports of the Board of Directors and the Auditors thereon.

2. RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Mr. Siddharth Sethia (**DIN: 00038970**), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF INDEPENDENT WOMEN DIRECTOR, SUSHMA SARAF (DIN: 07381349)

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 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approval as may be required, Mrs. Sushma Saraf, (DIN: 07381349), who was appointed as an Independent Director of the Company at 25th Annual General Meeting of the Company for a consecutive terms of five years, which ends on the conclusion of the 30th Annual General Meeting (AGM) and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies, Act 2013 proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years from the conclusion of the 30th AGM to the conclusion of the 35th Annual AGM or expiry of 5 years from the conclusion of 30th AGM, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of the appointment of Mrs. Sushma Saraf, (DIN: 07381349) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may from time to time be considered necessary to give effect to the above resolution.

4. **APPOINTMENT OF NON-EXECUTIVE DIRECTOR, MR PRADEEP SETHIA (DIN: 09058407)**

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 and any other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approval as may be required Mr. Pradeep Sethia (**DIN: 09058407**), who is eligible for being appointed as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of the appointment of Mr. Pradeep Sethia (**DIN: 09058407**) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may from time to time be considered necessary to give effect to the above resolution.

Place: Kolkata
Date: 03.09.2021

By order of the Board

SD/-
Laxmipat Sethia

Managing Director

Registered Office:
23/24, Radha Bazar Street,
Sethia House, 1st Floor,
Kolkata- 700 001
CIN: L67120WB1991PLC053646
Email -response@siddhaventures.com
Website: www.siddhaventures.com

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 3 and 4 forms part of this Notice. Additional information, pursuant to Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, is furnished as an annexure to the Notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/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 EGM/AGM 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/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated January 13,2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. 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/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website

of the Company at www.siddhaventures.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Friday, 24th September, 2021 at 09:00 A.M. and ends on Sunday, 26th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 20th September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2021.

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.	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

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistra

	<p>tion</p> <p>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	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.

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
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
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 or 022-23058542-43

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 csmanojitdash@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Monday,20th September, 2021**, 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. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Monday,20th September, 2021** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
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 1020 990 and 1800 22

44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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 response@siddhaventures.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 response@siddhaventures.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM 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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at response@siddhaventures.com latest by 05:00p.m. (IST) on Wednesday, 22nd day of September, 2021.
6. 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 at response@siddhaventures.com latest by 05:00p.m. (IST) on Wednesday, 22nd day of September, 2021. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

EXPLANATORY STATEMENT UNDER THE PROVISIONS OF SECTION 102 SUB SECTION 1 OF THE COMPANIES Act, 2013

Annexed to the Notice convening the Thirtieth Annual General Meeting to be held on Monday, 27th Day of September, 2021.

ITEM NO: 3 RE-APPOINTMENT OF INDEPENDENT WOMEN DIRECTOR, SUSHMA SARAF (DIN: 07381349)

The Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company (“the board”) at their meeting held on 03rd day of September, 2021 recommended the appointment of Mrs. Sushma Saraf (**DIN: 07381349**) as the Non-Executive Women Director for another term of 5 Consecutive years from the conclusion of 30th Annual General Meeting (AGM) till the conclusion of 35th AGM or expiry of 5 years from the conclusion of 30th AGM, whichever is earlier.

Mrs. Sushma Saraf, (DIN: 07381349) has given her consent to act as a Director in terms of Section 152 of the Companies Act, 2013 (The Act, 2013). Further, the Company has in terms of Section 160 of the Act, 2013 received a notice in writing from a member signifying her candidature as a Director and also received a declaration to the effect that she meets the criteria of independence as provided in terms of Section 149(6) and (7) of the Act, 2013 read with the Rules framed thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The SEBI (LODR)).

In terms of 25(8) of The SEBI (LODR), she has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfills the conditions specified in the Act, 2013, Rules framed thereunder and the SEBI (LODR), for being appointed as an Independent Director and she is independent of the Management of the Company.

The Company has also received a declaration to the effect that Mrs. Sushma Saraf, (DIN: 07381349) is not disqualified for being appointed as a Director of the Company in terms of Section 164 of the Act, 2013 and is not debarred from holding the office of the Director of the Company by virtue of the SEBI order or any other authority, pursuant to BSE circular date June 20, 2018.

Further the Board is of the opinion that Mrs. Sushma Saraf, (DIN: 07381349) is a person of integrity and has relevant experience and expertise to be re-appointed as Independent Director of the Company, for the aforesaid term. Mrs. Sushma Saraf, (DIN: 07381349) will be entitled to remuneration as may be approved by the NRC/the Board/Members of the Company from time to time.

Pursuant to the provisions of Rule 6 of the Company (Appointment and Qualification) Rules, 2014, the name of Mrs. Sushma Saraf, (DIN: 07381349) has been included in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The draft letter of appointment of Mrs. Sushma Saraf, (DIN: 07381349) as an Independent Director setting out the terms and conditions of her appointment and notice under section 160 will also be available for inspection electronically as the same would be available on the website of the Company at www.siddhaventures.com. The aforesaid documents shall also be available for physical inspection on all working days, except Saturdays and Sundays, between 11.00 a.m and 1.00 p.m. upto the date of ensuing AGM at the Registered Office of the Company.

The Brief Profile of Mrs. Sushma Saraf, (DIN: 07381349), Independent Director, pursuant to para 12.5 of SS-2 (“Secretarial Standard of General Meetings”) issued by the Institute of Company Secretaries and Regulation 36(3) of the SEBI(LODR) and other applicable provisions, is given hereunder:

Name of Director	Mrs. Sushma Saraf
DIN	07381349
Father's Name	Mr. Bimlesh Kumar Tibrewal
Date of Birth	09.07.1979
Age	42 years
Date of 1 st Appointment	11.01.2016
Brief Resume and expertise in Specific functional areas	Accounts & Taxation
Qualification	Commerce Graduate
Terms and Conditions of appointment	As per Letter of Appointment
Directorship held in other Companies	NIL
Membership/ Chairmanship of Committees in other Companies	NIL
Shareholding in any Company	NIL
No. of Board Meetings attended during the financial year: 2020-2021	6
Relationship with other Director/KMP/Manager of the Company	NIL
Details of Remuneration sought to be paid, if any	NIL
Remuneration last drawn, if any	NIL
Justification for choosing the appointee for appointment	Company needs an Independent Women Director

None of the Directors and Key Managerial Personnel, or their relatives, is interested in this Resolution. Ms. Sushma Saraf, (DIN: 07381349) is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends the Resolution set forth in Item No. 3 of the Notice of the AGM for the approval of the members by way of Special Resolution.

Item No: 4: APPOINTMENT OF NON-EXECUTIVE DIRECTOR, MR PRADEEP SETHIA (DIN: 09058407)

The Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company ("the board") at their meeting held on 03rd day of September, 2021 recommended the appointment of Mr. Pradeep Sethia (DIN: 09058407) as the Non-Executive Director, who retires by rotation.

Mr. Pradeep Sethia (DIN: 09058407) has given his consent to act as a Director in terms of Section 152 of the Companies Act, 2013 (The Act, 2013). In the opinion of the Board, he fulfills the conditions specified in the Act, 2013, Rules framed thereunder and the SEBI (LODR), for being appointed as a Director of the Company.

The Company has also received a declaration to the effect that Mr. Pradeep Sethia (DIN: 09058407) is not disqualified for being appointed as a Director of the Company in terms of Section 164 of the Act, 2013 and is not debarred from holding the office of the Director of the Company by virtue of the SEBI order or any other authority, pursuant to BSE circular date June 20, 2018.

Further the Board is of the opinion that Mr. Pradeep Sethia (DIN: 09058407) is a person of integrity and has relevant experience and expertise to be re-appointed as a Director of the Company. Mr. Pradeep Sethia (DIN: 09058407) will be entitled to remuneration as may be approved by the NRC/the Board/Members of the Company from time to time.

The draft letter of appointment of Mr. Pradeep Sethia (DIN: 09058407) as an a Director setting out the terms and conditions of her appointment will also be available for inspection electronically as the same would be available on the website of the Company at www.siddhaventures.com. The aforesaid documents shall also be available for physical inspection on all working days, except Saturdays and Sundays, between 11.00 a.m and 1.00 p.m. upto the date of ensuing AGM at the Registered Office of the Company.

The Brief Profile of Mr. Pradeep Sethia (**DIN: 09058407**), pursuant to para 12.5 of SS-2 (“Secretarial Standard of General Meetings”) issued by the Institute of Company Secretaries and Regulation 36(3) of the SEBI(LODR) and other applicable provisions, is given hereunder:

Name of Director	Mr. Pradeep Sethia
DIN	09058407
Father’s Name	Mr. Surpat Singh Sethia
Date of Birth	05.02.1956
Age	65 years
Date of 1 st Appointment	NA
Brief Resume and expertise in Specific functional areas	Real Estate & Engaged In Exports
Qualification	B.COM(Hons)
Terms and Conditions of appointment	As per Letter of Appointment
Directorship held in other Companies	Qutab Estates Private Limited
Membership/ Chairmanship of Committees in other Companies	NIL
Shareholding in any Company	Qutab Estates Private Limited
No. of Board Meetings attended during the financial year: 2020-2021	NA
Relationship with other Director/KMP/Manager of the Company	Mr Siddharth Sethia (Cousin Brother) Mr. L.P. Sethia (Uncle)
Details of Remuneration sought to be paid, if any	N.A
Remuneration last drawn, if any	N.A
Justification for choosing the appointee for appointment	Company requires one rotational non-executive director

The Board recommends the Resolution set forth in Item No. 4 of the Notice of the AGM for the approval of the members by way of an Ordinary Resolution.

Place: Kolkata
Date: 03.09.2021

By order of the Board

SD/-
Laxmipat Sethia
Managing Director

Registered Office:
23/24, Radha Bazar Street,
Sethia House, 1st Floor,
Kolkata- 700 001
CIN: L67120WB1991PLC053646
Email _response@siddhaventures.com
Website: www.siddhaventures.com