

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the members of M/s Tranway Technologies Limited will be held on Tuesday the 05th Day of July 2022 at 04:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS

ITEM NO: 1

APPOINTMENT OF ANAND GANAPATRAO PATIL (DIN: 09428275) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act 2013 (“the Act”) read with Schedule IV of the Act, the Companies(Appointment and Qualification of Directors) Rules, 2014 including any other rules made there under and Regulation 16(1)(b) and Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Anand Ganapatrao Patil (DIN: 09428275) be and is hereby appointed as an Non Executive Independent Director of the Company as recommended by the Nomination and Remuneration Committee and who had submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act appointed to hold office for 5 (five) years effective from 5th April 2022 and whose period of office will not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to digitally sign and submit all necessary e-forms with the Registrar of Companies and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

ITEM NO:2

APPOINTMENT OF MR. CHEKODU VENKATARAJA (DIN: 09255719) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act 2013 (“the Act”) read with Schedule IV of the Act, the Companies(Appointment and Qualification of Directors) Rules, 2014 including any other rules

made there under and Regulation 16(1) (b) and Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Chekodu Venkataraja (DIN: 09255719) be and is hereby appointed as an Non Executive Independent Director of the Company as recommended by the nomination and Remuneration Committee and who had submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act appointed to hold office for 5 (five) years effective from 5th April 2022 and whose period of office will not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to digitally sign and submit all necessary e-forms with the Registrar of Companies and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

ITEM NO: 3

APPOINTMENT OF MR. NAGARAJ S R (DIN: 09414695) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act 2013(“the Act”) read with Schedule IV of the Act, the Companies(Appointment and Qualification of Directors) Rules, 2014 including any other rules made there under and Regulation 16(1) (b) and Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Nagaraj S. R. (DIN: 09414695) be and is hereby appointed as an Non Executive Independent Director of the Company as recommended by the nomination and Remuneration Committee and who had submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act appointed to hold office for 5 (five) years effective from 5th April 2022 and whose period of office will not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to digitally sign and submit all necessary e-forms with the Registrar of Companies and do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board

Date: 13.06.2022

Place: Bangalore

Sd/

Anitha R

Company Secretary and Compliance Officer

ACS 60826

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 EGM. 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 EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.tranwayinc.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

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

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

- (i) The voting period begins on **2nd July 2022 at 09:00 AM** and ends on **4th July 2022 at 05:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the date 28th July 2022 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. 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, 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.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.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

	<p>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.</p> <p>2) If the user is 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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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>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	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.

OR Date of Birth (DOB)	<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.
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- (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.
- (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 <Company Name> 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; **cs@tranwayinc.com** , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM 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 (CS@tranwayinc.com). 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 EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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)
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.

Contact Details:

Company	CS Anitha R Tranway Technologies Limited 001, Pallavi Enclave 17th cross, 26th Main Rd, 6th phase, J. P. Nagar, Bengaluru, Karnataka 560078 Mob: 8861396969 Mail:cs@tranwayin.com
Scrutinizer	Adv. KIRAN KUMAR.R, Email: Kirank.advocate@gmail.com
RTA	Link Intime India Private Limited C-101, 1st Floor, 247 Park, L B S Marg Vikhroli (West), Mumbai - 400083 SEBI Registration No. INR000004058 Toll-free number : 1800 1020 878

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the company:

ITEM NO: 1

APPOINTMENT OF ANAND GANAPATRAO PATIL (DIN: 09428275) AS INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the company had appointed Mr. Anand Ganapatrao Patil (DIN: 09428275) as a Non-Executive Independent Director of the Company to hold office for 5 (five) years effective from 5th April 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under.

Considering the knowledge and experience of Mr. Anand Ganapatrao Patil (DIN: 09428275), the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Anand Ganapatrao Patil as a Non-Executive Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Anand Ganapatrao Patil (DIN: 09428275) (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Anand Ganapatrao Patil (DIN: 09428275) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

SI NO	Particulars	Details
1	Age	61 years
2	Date of Birth	22.07.1961
3	Qualification	<ul style="list-style-type: none">• B.Sc (Physics),• CAIIB,• MBA (Finance),• Certificate in Commercial Credit (CICC) by Moody's. <p>Post Retirement Mr. Anand G Patil is actively engaged in Finance Consultancy and Auditing.</p>
4	Experience	<p>Mr. Anand G Patil</p> <ul style="list-style-type: none">• Was a Relationship Manager with a portfolio over Rs.7500 crores- Role involved sourcing of business, pre-sanction, processing of credit proposals, post sanction operations, attending to audit, liaison with the customer on an ongoing

		<p>basis to meet the customer needs and enhance the valet share (Two years) • Was a Regional Manager with a portfolio of Rs.4450 cr and 41 branch consisting Retail and SME intensive business. The role was to ensure growth of portfolio both in advances and deposits of the area of operations, Stressed asset management and ensure overall growth of the region. (Two years).</p> <ul style="list-style-type: none"> • Was a Head of SME Branch with a SME credit portfolio of about Rs.600 crores with a Team consisting of 2 Relationship Manager and few support officers. The role was mainly to ensure growth in portfolio, maintaining credit quality, compliance to Bank's and regulatory guidelines, liaison with clients and ensuring excellent customer service. (Six years). • was a in charge of credit monitoring of a Region consisting of 36 branches (Two years). • was at Credit Processing Cell (CPC) for processing of credit proposals of commercial and SME clients and presenting to the various credit committees as per delegation for four years. The cell catered to the processing of credit proposals beyond a threshold from all over Karnataka which gave me exposure to variety of proposals (Four years). • was in charge for Housing / Education / Personal loan. The role involved in sourcing, maintaining retail customers requirements. (Two Years) • was Head of a rural Branch mainly dealing in agricultural credit (Two years). • Has Experience of four years in technical cell wherein we were evaluating techno economic viability of the proposals (new unit / activity and existing units expansion program). Industry / sector studies are under taken and Conducted Entrepreneur Development Program for new units / company (Four years) • Has Experience in handling audit reports as I have handled ten to twelve credit audits (For advances of Rs.5 crore and above) and Risk Focused Audits.
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		<ul style="list-style-type: none"> • Has Experience in handling General Banking as Asst. Manager at the Branch. • Has undergone various institutional trainings within SBI.
5	Terms and Conditions of Appointment	As per Provisions of Companies Act 2013
6	Remuneration Sought to be paid	NA
7	Remuneration Last drawn	NA
8	Date of First appointment on the Board	5 th April 2022
9	Details of Shareholding in the Company	NIL
10	Details of relationship with other Directors, managers and Key Managerial Personal of the Company	NA
11	Number of Board Meeting attended during the year (Since the appointment as Independent Director)	1 out 1
12	Details of Directorship in other Companies	NIL
13	Membership/Chairmanship of Committees of other Company's Board	NIL

The Board hereby recommends passing of the said resolution set out at item no. 1 by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except **Mr. Anand Ganapatrao Patil** to whom the resolution relates, is interested or concerned in the aforesaid resolution.

ITEM NO: 2

APPOINTMENT OF MR. CHEKODU VENKATARAJA (DIN: 09255719) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the company had appointed Mr. Chekodu Venkataraja (DIN: 09255719) as a Non-Executive Independent Director of the Company to hold office for 5 (five) years effective from 5th April 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under.

Considering the knowledge and experience of Mr. Chekodu Venkataraja (DIN: 09255719), the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Chekodu Venkataraja (DIN: 09255719) as a Non-Executive Independent

Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Chekodu Venkataraja (DIN: 09255719), (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Chekodu Venkataraja (DIN: 09255719), in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

SI NO	Particulars	Details
1	Age	47years
2	Date of Birth	12.03.1975
3	Qualification	<ul style="list-style-type: none"> • M. Com from Karnataka State Open University through correspondence. Completed during the year 2002. • Post Graduate Diploma in Human Resources Development. • Article ship for Chartered Accountant for 3years from 1995 to 1998 at M/s. Chandrasekhar kote & Co., Bangalore • B. Com from Sri Bhuvanendra College, Karkala, Mangalore University, passed during 1995 <p>Mr. Venkatraj .C presently actively engaged as Finance Consultant and Auditing.</p>
4	Experience	<p>Mr. Venkatraj .C has a vast Experience</p> <ul style="list-style-type: none"> • of Statutory Audit of State Bank of India for 3 Branches for 3 years. • Attending Income Tax related cases, • Attending all Sales tax Matters, • Statutory Audit (Tax Audit) of more than 25 firms and Companies, • Handling Central Excise, ESI, PF and Service Tax related matters • and Concurrent Audit of Syndicate Bank from past Two years. • Internal Audit of Karnataka Forest Development Corporation throughout Karnataka. • Statutory Audit of Syndicate Bank of 3 Branches for 2 years done independently. • Statutory Audit of Land Army, Bangalore

		<ul style="list-style-type: none"> • Concurrent Audit of Canara Bank, Basavanagudi Branch, Bangalore. • Income Leakage Audit of Vijaya Bank for 3 Branches for 2 Years • Other Companies Internal and statutory Audit. <p>DSA Consultant of • SBI • BOM • SIB • Federal Bank • Karnataka Bank • HDFC As DSA and consultant has got approved loans of more than 5000 Cr. From various banks.</p>
5	Terms and Conditions of Appointment	As per Provisions of Companies Act 2013
6	Remuneration Sought to be paid	NA
7	Remuneration Last drawn	NA
8	Date of First appointment on the Board	5 th April 2022
9	Details of Shareholding in the Company	NIL
10	Details of relationship with other Directors, managers and Key Managerial Personal of the Company	NA
11	Number of Board Meeting attended during the year (Since the appointment as Independent Director)	1 out 1
12	Details of Directorship in other Companies	Nemus Pharmaceuticals Private Limited As Independent Director
13	Membership/Chairmanship of Committees of other Company's Board	NIL

The Board hereby recommends passing of the said resolution set out at item no. 2 by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except **Mr. Chekodu Venkataraja** to whom the resolution relates, is interested or concerned in the aforesaid resolution.

ITEM NO: 3**APPOINTMENT OF MR. NAGARAJ S R (DIN: 09414695) AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the company had appointed Mr. Nagaraj S R (Din: 09414695) as a Non-Executive Independent Director of the Company to hold office for 5 (five) years effective from 5th April 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under.

Considering the knowledge and experience of Mr. Nagaraj S R (Din: 09414695) the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Nagaraj S R (Din: 09414695) as a Non-Executive Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Nagaraj S R (Din: 09414695) (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Nagaraj S R (Din: 09414695) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

SI NO	Particulars	Details
1	Age	57 years
2	Date of Birth	12.05.1965
3	Qualification	<ul style="list-style-type: none">• Bachelor in Commerce, CAIIB,• Certificate in Commercial Credit• Certificate in Trade Finance• Certificate in KYC/AML• Certificate in Training from Association for Talent Development, Washington USA• Certificate in Training from IIBF, Mumbai
4	Experience	Mr. Nagaraj Susurla Ramasubbarao is a Professional Banker with 34+ Years of Experience in all facets of Banking viz., Commercial Banking, Trade Finance, Consumer Banking, Credit Risk Management, Treasury Functions,

		<p>International Banking, Branch Operations, Digital Banking Products & Processes, Learning & Development etc.</p> <p>KEY COMPETENCIES</p> <ul style="list-style-type: none"> • Trade Finance: Possess in-depth knowledge of all facets of Trade Finance Products, Processes & Rules. Handled Trade Finance activities in SBI for more than 15 years. • Credit Appraisal: Possess analytical thinking and understand the Credit Appraisal in detail both Commercial & Retail • Credit Risk Management: Possess in-depth experience in all aspects of Credit Risk Management. • Treasury Functions: Possess in-depth knowledge in Treasury Products/Hedging Products and Treasury Operations • NRI Banking: An Expert in all aspects of NRI Banking products & processes • Consulting & Training: More than 10+ years of experience in Consultancy & Training – Designing, Content Development & Delivery. <p>NOTABLE ACHIEVEMENTS. Mr. Nagaraj Susurla Ramasubbarao has</p> <ul style="list-style-type: none"> • Managed a loan book of more than INR1000 crores(USD130 mn) in all. • Brought in new business & clients to the bank’s books • Managed the credit portfolio keeping the credit risk mitigants under control • Found Innovative solutions to handle the Problem Loan Accounts and Delinquent Accounts • Implemented the New Draft Issue Software, Introduction of Identification Cards containing their Bank Account details enabling them to complete their remittance transactions - error free, at a faster pace. This helped the company in easy customer identification & operational risk management. And During His Tenure • 100% growth in profit achieve due to efficient - management of funds, pricing, covering of positions at right time and price. • Drawing Arrangements was entered with State Bank of Hyderabad and State Bank of Mysore which helped the company to improve its Rupee Remittance Turnover.
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		<ul style="list-style-type: none"> • as Division Head of International Banking, managed forex turnover of around Rs.800 Crores and arranged Foreign Currency Loans to corporates through FCNRB Loans (short and long term) and Trade Credit to meet their import funding at low cost. • As Head of Trade Finance Central Processing Centre in a Metro City, managed all Trade Finance business of 50+ Branches mapped to the Central Processing Centre. Handled all customer requests and extended advisory services. <p>Post retirement Mr. Nagaraj Susurla Ramasubbarao his actively engaged Banking Consultancy and Training.</p> <p>His core experience and expertise lie in Corporate Credit, Trade Finance related products & operations, SWIFT, International Banking. Was engaged in testing of various module during the migration from IBS Net to Exim Bills in SBI and during the Finacle Trade Finance Module implementation at Bank SBI Indonesia. And he Possess in-depth knowledge of FEMA Provisions on aspects relating to Trade Finance and EDPMS & IDPMS flow.</p>
5	Terms and Conditions of Appointment	As per Provisions of Companies Act 2013
6	Remuneration Sought to be paid	NA
7	Remuneration Last drawn	NA
8	Date of First appointment on the Board	5 th April 2022
9	Details of Shareholding in the Company	NIL
10	Details of relationship with other Directors, managers and Key Managerial Personal of the Company	NA
11	Number of Board Meeting attended during the year (Since the appointment as Independent Director)	1 out 1
12	Details of Directorship in other Companies	NIL

13	Membership/Chairmanship of Committees of other Company's Board	NIL
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The Board hereby recommends passing of the said resolution set out at item no. 3 by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except **Mr. Nagaraj S R** to whom the resolution relates, is interested or concerned in the aforesaid resolution.