



NARENDRA PROPERTIES LTD

NARENDRA PROPERTIES LIMITED
REGD OFF: MAKANJI HOUSE, 2ND FLOOR, NEW NO.49, OLD NO.25,
BARNABY ROAD, KILPAUK, CHENNAI-600010
Phone: 044 - 42696600 / 49586600 / 26446600 / 26476600
Email: info@narendraproperties.com; Website: www.narendraproperties.com
CIN : L70101TN1995PLC031532

NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING (e-Voting)

Notice is hereby given to the Members of NARENDRA PROPERTIES LIMITED ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued there under (including any statutory modifications and re-enactments thereof for the time being in force and as amended from time to time) that the Special Businesses as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting.

SPECIAL BUSINESS:

01.APPOINTMENT OF INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms KAVITA PATEL (DIN: 09433199) who was appointed as Additional Director under the category of Independent Director by the Board of Directors effective from 27TH December 2021 in terms of the provisions of section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable for retirement by rotation and to hold office up to a first term of 5 (five years) effective from 27th December 2021 to 26th December 2026."

02. APPOINTMENT OF STATUTORY AUDITOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to section 139(8)(i) of the Companies Act, 2013, M/s SANJIV SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, 7th Floor, EMPEE Tower, 59, Adhithanar Salai (formerly Harris Road), Chennai 600 002, be and is hereby appointed as Statutory Auditors of the Company, in the casual vacancy caused by the resignation of the existing Auditors Firm M/s A J DEORA & ASSOCIATES, Chartered Accountants, Chennai, to hold office until the conclusion of the next 27th Annual General Meeting of the Company scheduled to be held during the calendar year 2022."

“RESOLVED FURTHER THAT M/s SANJIV SHAH & ASSOCIATES., Chartered Accountants, shall be auditing the Financial Statements of the Company for the financial year ended 31st March 2022 and performing all the functions of a Statutory Auditors until the conclusion of the next Annual General Meeting on payment of remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”

03.PAYMENT OF REMUNERATION TO THE DIRECTOR Mr NARENDRA C MAHER FOR THE YEAR ENDED 31ST MARCH 2022

To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to section 188(1)(f) of the Companies Act, 2013, and Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014, and Regulation 17(6)(ca) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for payment of a remuneration of Rs. 900,000/- (Rupees nine lakhs only) to Mr Narendra C Maher, Director (Non-Independent), as remuneration for services rendered by him as consultant to the company for the year ended 31st March 2022.

04.PAYMENT OF REMUNERATION TO THE DIRECTOR Mr NARENDRA SAKARIYA FOR THE YEAR ENDED 31ST MARCH 2022

To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to section 188(1)(f) of the Companies Act, 2013, and Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014, and Regulation 17(6)(ca) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for payment of a remuneration of Rs.900,000 (Rupees nine lakhs only) to Mr Narendra Sakariya, Director (Non-Independent), as remuneration for services rendered by him as consultant to the company for the year ended 31st March 2022.

**By Order of the Board
for NARENDRA PROPERTIES LIMITED**

**NISHANT AGARWAL
COMPANY SECRETARY**

**PLACE : CHENNAI
DATED : 19TH JANUARY 2022**

NOTES :

1. The Explanatory Statements and reasons for the proposed special businesses pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Gopikrishnan Madanagopal (FCS 2276: COP 2051) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depositories Limited and Central Depository Services (India) Limited as on Friday, 21st January 2022. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s). Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their email addresses with the Company or Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope (BRE).
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday the 21st January 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company has made arrangements to provide for e-voting facility to all the members of the Company through the e-voting portal administered by Central Depository Services (India) Limited www.evotingindia.com to enable the shareholders to cast their votes electronically instead of dispatching postal ballot form.
6. Members may note that the Postal Ballot Notice will also be available on the Company's website at www.narendraproperties.com , websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and on Cameo Corporate Services Limited at www.cameoindia.com .
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Friday, 28th January 2022 to Monday, 28th February 2022, based on the request being sent on info@narendraproperties.com mentioning their name, Folio no. / Client ID & DP ID and the document they wish to inspect with a self-attested copy of their PAN card attached to the email.
8. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If the Members are opting for e-voting, members are requested not to vote by physical ballot also and vice-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and votes cast through physical ballot shall be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Monday, 28th February 2022. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.
10. 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 Friday, the 21st January 2022, being the cut-off date fixed for the purpose.
11. The voting period begins at 10.00 hours IST on Friday, 28th January 2022, and ends at 17.00 hours IST on Monday, the 28th February 2022 and the e-voting module will be disabled for voting thereafter.

12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Wednesday, 2nd March 2022, or earlier, at the registered office of the Company at MAKANJI HOUSE, 2ND FLOOR, NEW NO.49, OLD NO.25, BARNABY ROAD, KILPAUK, CHENNAI-600010. The Resolution, if passed by requisite majority shall be deemed to have been passed on Monday,

28th February 2022, being the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

13. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., www.narendraproperties.com .

14. The instructions to shareholders for e-voting are as under:

CDSL e-Voting System – For Remote e-voting-Postal Ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER :

- (i) The voting period begins on 10.00 hours IST on Friday, 28th January 2022, and ends at 17.00 hours IST on Monday, the 28th February 2022. 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 Friday, 21st January 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** is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(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.</p> <p>(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.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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>
Individual Shareholders holding securities in demat mode with NSDL	<p>(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.</p> <p>(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</p> <p>(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>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 meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- (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 Shareholders holding shares in Demat Form other than individual and Physical Form	
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 as mentioned in instruction (v).

- (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 i.e. NARENDRA PROPERTIES 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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; info@narendraproperties.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 Futorex, 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.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT

1. A Member desiring to exercise vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the Member will also be accepted.
2. The Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his / her absence, the next named member.
3. Duly completed Postal Ballot Form should reach on or before the close of working hours on Monday, 28th February 2022. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).
5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution / Authority letter.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Member need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form will be Final and binding.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM 1: APPOINTMENT OF INDEPENDENT DIRECTOR

The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, appointed Ms KAVITA PATEL (DIN: 09433199) as an Additional Director u/s 161 of the Companies Act, 2013, to function under the category of Independent Director.

As an Additional Director Ms KAVITA PATEL shall be holding office only up to the next 27TH Annual General Meeting or for a period of three months from the date of appointment whichever is earlier. The Company has received a Notice in writing, along with requisite deposit, from a Member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company not liable for retirement by rotation and to function under the category of Independent Director.

The Nomination and Remuneration Committee have recommended that Ms KAVITA PATEL be appointed as Independent Director for a period effective from 27th December 2021 to 26th December 2026. The Board, based on the recommendation of the Nomination and Remuneration Committee and on its own evaluation, considers the appointment of Ms KAVITA PATEL as Independent Director would be in the interest of the Company. The Board commends her appointment as Independent Director of the Company for a period of five years from 27th December 2021 to 26th December 2026.

Ms KAVITA PATEL has represented that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

The Company has also received declaration from Ms KAVITA PATEL that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms KAVITA PATEL fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, and the Listing Regulations as she is independent of the management. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

None of the Directors / Key Managerial Personnel or their relatives other than Ms KAVITA PATEL are deemed to be concerned or interested in the resolution seeking her appointment as Independent Director.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution for approval by the members.

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to Independent Director seeking appointment is furnished below:

Name of the Director	Ms KAVITA PATEL
DIN	09433199
Date of Birth	29.06.1965
Qualification	B.Com.
Expertise in specific functional areas	Ms Kavita Patel is an entrepreneur and an independent Consultant specializing in interior design and marketing having wide clientele spanning across hotels, corporate hospitals, construction companies, telecom companies, etc. She has 25 years of experience in handling marketing, purchase, on-site responsibilities, client relationship and handling projects from concept to turnkey execution.
Relationship with other Directors and KMPs	Not related to any other director or KMP
Names of Listed entities in which the person holds the directorship and the membership of committees of the Board, along with Listed entities from which the person has resigned in the past three years;	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which she is a Director as on 31st March 2022	Nil
Shareholding in the Company including shareholding as beneficial holder	NIL
In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Ms Kavita Patel is qualified to function as an Independent Director having successfully cleared the Online Proficiency Self Assessment Test administered by Indian Institute of Corporate Affairs. She is also registered in the Independent Directors Data Bank bearing registration No. IDDB-NR-202112-040136. She has varied skill sets relevant to the construction industry such as aesthetic interior design, project conceptualization and execution, financial and cost management acumen, marketing, client acquisition and client relationship.
Relationship with other Directors and KMPs	Not related to any other director or KMP

ITEM 2: APPOINTMENT OF STATUTORY AUDITOR

The members have, at the 22nd Annual General Meeting held on 27th September 2017, appointed M/s A.J. DEORA & ASSOCIATES, Chartered accountants, as Statutory Auditors to hold office until the conclusion of the 27TH Annual General Meeting to be held during the calendar year 2022 for auditing the financial statements of the Company up to the financial year ended 31st March 2022.

The Statutory Auditors M/s A.J DEORA & ASSOCIATES., Chartered accountants, have resigned vide their resignation letter dated 13.12.2021 due to their proposed merger with another Firm M/s SANJIV SHAH & ASSOCIATES, Chartered Accountants, Chennai.

The disclosure required to be furnished by the resigning Statutory Auditor M/s. A.J.DEORA & ASSOCIATES, Chartered Accountants, under Sub-clause (7A) of Clause A in Part A of Schedule III under Regulation 30(2) of SEBI (LODR) Regulations, 2015, is provided below:

Details	Disclosure by resigning Statutory Auditor
1. Name of the listed entity/ material subsidiary:	Narendra Properties Limited
2. Details of the statutory auditor: a. Name: b. Address: c. Phone number: d. Email:	A.J. DEORA & ASSOCIATES CHARTERED ACCOUNTANTS 13/6, THALANKINARU STREET, VILLIVAKKAM, CHENNAI-600049 PHONE: 8056063340 ajdeoraca@gmail.com
3. Details of association with the listed entity/ material subsidiary: a. Date on which the statutory auditor was appointed: b. Date on which the term of the statutory auditor was scheduled to expire: c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission.	NARENDRA PROPERTIES LIMITED 27.09.2017 31.03.2022 AUDIT REPORT FYE 31.03.2021 DATED 28.06.2021 LIMITED AUDIT REPORT FQE 30.09.2021 DATED 12.11.2021
4. Detailed reasons for resignation:	The Firm A J DEORA & ASSOCIATES, Chartered Accountants, has decided to merge with the Firm M/s SANJIV SHAH & ASSOCIATES, Chartered Accountants, with effect from 01.01.2022. In view of this, firm A J DEORA & ASSOCIATES, Chartered Accountants, will cease to exist with effect from date of merger and the all the audit activities the Firm shall be carried out by M/s. SANJIV SHAH & ASSOCIATES, Chartered Accountants, w.e.f.01.01.2022. In order to facilitate the merger, we hereby tender our resignation as Statutory Auditors of M/s Narendra Properties Limited.
5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	Not applicable
6. In case the information requested by the auditor was not provided, then following shall be disclosed: a. Whether the inability to obtain sufficient appropriate audit evidence	

<p><i>was due to a management-imposed limitation or circumstances beyond the control of the management.</i></p> <p><i>b. Whether the lack of information would have significant impact on the financial statements/results.</i></p> <p><i>c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)</i></p> <p><i>d. Whether the lack of information was prevalent in the previous reported financial statements/ results. If yes, on what basis the previous audit/limited review reports were issued.</i></p>	<p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p> <p>Not applicable</p>
<p>7. Any other facts relevant to the resignation:</p>	<p>The Board of Directors of M/s Narendra Properties Limited have been requested to consider appointing our merged Firm M/s. SANJIV SHAH & ASSOCIATES, Chartered Accountants, as Auditors of the Company in the Casual Vacancy caused by the resignation of M/s A J DEORA & ASSOCIATES, CHARTERED ACCOUNTANTS, in order to ensure continuity of serve subsequent to merger.</p>

Declaration

1. *We hereby confirm that the information given in this letter and its attachments is correct and complete.*
2. *We hereby confirm that there is no other material reason other than those provided above for my resignation/ resignation of my firm.*

**FOR A J DEORA & ASSOCIATES,
Chartered Accountants**

**Sd/-
CA.JAINENDAR.P.
PARTNER**

**PLACE: CHENNAI
DATED: 16.12.2021**

The Board of Directors have, at their meeting held on 27th December 2021, appointed M/s SANJIV SHAH & ASSOCIATES., Chartered Accountants, as Statutory Auditors of the Company u/s 139(8)(i) of the Companies Act, 2013, in the casual vacancy caused by the resignation of the Statutory Auditor M/s A.J. Deora & Associates, Chartered Accountants, to hold office until the conclusion of the next 27th Annual General Meeting of the Company scheduled to be held during the calendar year 2022 and for auditing the Financial Statements of the Company for the financial year ended 31st March 2022 and performing all the functions of a Statutory Auditors until the conclusion of the next Annual General Meeting. As required under section 139(8)(i) of the Companies Act, 2013, approval of the shareholders is required for appointment of M/s Sanjiv Shah & Associates, Chartered Accountants., as Statutory Auditors of the Company.

The Board commends the resolution for acceptance. None of the Directors are deemed to be concerned or interested in the passing of the resolution.

Item 3: PAYMENT OF REMUNERATION TO Mr NARENDRA C MAHER, NON-INDEPENDENT DIRECTOR FOR THE YEAR ENDED 31ST MARCH 2022

The Non-Executive, Non-independent Director Mr Narendra C Maher is the promoter of the Company associated with the Company right from its inception having pioneering experience in the construction industry. He served the Company as its Managing Director until August 2016. The Board of Directors have engaged the services of Mr Narendra C Maher as a Consultant to aid and advice the management of the Company in all areas of its operations relating to project planning and execution and strategic advice for long term growth of the Company. The Board of Directors have, as per the recommendation made by the Nomination & Remuneration Committee and approved by the Audit Committee, approved the remuneration amounting to Rs.9,00,000 (rupees nine lakhs only) payable to Mr Narendra C Maher for the year ended 31st March 2022. The quantum of remuneration payable to Mr Narendra C Maher is not considered as material in terms of the Policy on Related Party transactions adopted by the Board and it is within the limits prescribed under section 188(1)(f) of the Companies Act, 2013, and Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014. However, as a matter of abundant caution and good corporate governance practice and in order to comply with the requirements of Regulation 17(6)(ca) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, in the likelihood of the proposed remuneration payable exceeding the limits specified in the above referred regulation, it is proposed to seek the approval of the shareholders for the remuneration proposed to be paid to Mr Narendra C Maher for the year ended 31st March 2022.

The details required to be furnished u/s 188 of the Companies Act, 2013, is furnished hereunder:

SNo.	Particulars	Details
1	Name of the related party	Mr Narendra C Maher
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr Narendra C Maher (Non-Independent Director), Mr Mahendra K Maher (Non-Independent Director), Mrs Preethi S Maher (Non-Independent Director), and Mr Chirag N Maher, Managing Director
3	Nature of relationship	The persons mentioned above are part of promoters group and relatives of Mr Narendra C Maher
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	Remuneration payable for consultancy services
ii.	Material Terms	a.Mr Narendra C Maher is rendering Consultancy Services to the Company in all areas of its operations relating to project planning and execution, strategic advice for long term growth of the Company. b.Mr Narendra C Maher shall be paid a remuneration of Rs 900000 for the services rendered during the year ended 31 st March 2022.

iii.	Monetary Value	Mr Narendra C Maher shall be paid a remuneration of Rs 900000 for the services rendered during the year ended 31 st March 2022 as recommended by Nomination & Remuneration Committee and approved by the Audit Committee and the Board of Directors
iv.	Particulars of contract or arrangement	As per details furnished above
v.	Any other information relevant or important for the members to take a decision on the proposed resolution	Mr Narendra C Maher is the promoter Director of the Company who is associated with the Company right from its inception. He has extensive experience in building promotion and flat construction. His continued association with the company is considered necessary in order to mentor the management team and to strategically guide the management in the project selection and execution. Considering the vast experience of Mr Narendra C Maher and the extent of efforts which he has to expend, the Nomination and Remuneration Committee has recommended that a Remuneration of Rs.900000 for the year ended 31 st March 2022 is considered reasonable.

The Board commends the resolution for acceptance. Mr Narendra C Maher, Mr Mahendra K Maher, Mr Chirag N Maher and Mrs Preethi S Maher are deemed to be interested in the resolution.

Item 4: PAYMENT OF REMUNERATION TO Mr NARENDRA SAKARIYA, NON-INDEPENDENT DIRECTOR FOR THE YEAR ENDED 31ST MARCH 2022

The Non-Executive, Non-independent Director Mr Narendra Sakariya is the promoter of the Company having wide experience in the construction industry and manufacturing and trading of metals and metal products.

The Board of Directors have engaged the services of Mr Narendra Sakariya as a consultant to aid and advice the management of the Company in all areas relating to marketing and sales promotion. The Board of Directors have, as per the recommendation made by the Nomination & Remuneration Committee and approved by the Audit Committee, approved the remuneration amounting to Rs.9,00,000 (rupees nine lakhs only) payable to Mr Narendra Sakariya for the year ended 31st March 2022. The quantum of remuneration payable to Mr Narendra Sakariya is not considered as material in terms of the Policy on Related Party transactions adopted by the Board and it is within the limits prescribed under section 188(1)(f) of the Companies Act, 2013, and Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014. However, as a matter of abundant caution and good corporate governance practice, and also to comply with the requirements of Regulation 17(6)(ca) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, in the likelihood of the proposed remuneration payable exceeding the limits specified in the above referred regulation, it is proposed to seek the approval of the shareholders for the remuneration proposed to be paid to Mr Narendra Sakariya for the year ended 31st March 2022.

The details required to be furnished u/s 188 of the Companies Act, 2013, is furnished hereunder:

SNo.	Particulars	Details
1	Name of the related party	Mr Narendra Sakariya
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr Narendra Sakariya (Non-Independent Director), Mr Nishank Sakariya (Non-Independent Director).
3	Nature of relationship	The persons mentioned above are part of promoters group and relatives of Mr Narendra Sakariya
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	Remuneration payable for consultancy services

ii.	Material Terms	a.Mr Narendra Sakariya is rendering Consultancy Services to the Company in all areas of its operations relating to marketing and sales promotion. b.Mr Narendra Sakariya shall be paid a remuneration of Rs 900000 for the services rendered during the year ended 31 st March 2022.
iii.	Monetary Value	Mr Narendra Sakariya shall be paid a remuneration of Rs 900000 for the services rendered during the year ended 31 st March 2022 as recommended by Nomination & Remuneration Committee and approved by the Audit Committee and the Board of Directors
iv.	Particulars of contract or arrangement	As per details furnished above
v.	Any other information relevant or important for the members to take a decision on the proposed resolution	Mr Narendra Sakariya is the promoter Director of the Company. He is actively taking part in the marketing and sales promotion activities of the Company. Considering the vast experience of Mr Narendra Sakariya and the efforts which he is expending in the activities relating to Marketing and Sales Promotion, the Nomination and Remuneration Committee has recommended that a Remuneration of Rs.900,000 payable for the year ended 31 st March 2022 which is considered reasonable.

The Board commends the resolution for acceptance. The Non-Independent Directors Mr Narendra Sakariya and Mr Nishank Sakariya are deemed to be interested in the resolution.

**By Order of the Board
for NARENDRA PROPERTIES LIMITED**

**NISHANT AGARWAL
COMPANY SECRETARY**

**PLACE : CHENNAI
DATED: 19TH JANUARY 2022**



NARENDRA PROPERTIES LTD

POSTAL BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L70101TN1995PLC031532

Name of the Company: NARENDRA PROPERTIES LIMITED

Registered office: Makanji House, 2nd Floor, No. 49 (Old No. 25), Barnaby Road, Kilpauk, Chennai-600 010

Phone: 044 - 42696600 / 49586600 / 26446600 /26476600;

Email: info@narendraproperties.com;

Website: www.narendraproperties.com

SNO	PARTICULARS	DETAILS
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share -EQUITY	EQUITY

I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 19th January 2022 by sending my/our Assent (approve) or Dissent (disapprove) to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

Reso lution No.	Resolutions	Vote		
		No. of Equity shares held by me	I assent to the resolution (APPROVE)	I dissent from the resolution (DIS-APPROVE)
	SPECIAL BUSINESS:			
1	Appointment of Ms Kavita Patel (DIN: 09433199) as an Independent Director (Ordinary Resolution)			
2	Appointment of M/s SANJIV SHAH & ASSOCIATES, Chartered Accountants, as Statutory Auditors of the Company (Ordinary resolution)			
3	Payment of remuneration to the Director Mr Narendra C Maher for the year ended 31 st March 2022 (Special resolution)			
4	Payment of remuneration to the Director Mr Narendra Sakariya for the year ended 31 st March 2022 (Special resolution)			

PLACE:

DATE:

SIGNATURE OF THE SHAREHOLDER

EVSN (e-Voting Sequence Number)	User ID	Password
220113001		

E-voting period : From 10 a.m. on 28th January, 2022 to 5.00 p.m. on 28th February, 2022 (both days inclusive).

Last date for receipt of Postal Ballot Form by Scrutinizer is 28th February, 2022 on or before 5.00 p.m. (IST).

Please read the instructions carefully before exercising your vote.