

Tilak Ventures Limited

(Formerly Tilak Finance Limited)

CIN - L65910MH1980PLC023000

Regis. Off. - E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai MH 400053

Tel. No. 9152096140 || E-mail: tilakfin@gmail.com | Website: www.tilakfinance.com

POSTAL BALLOT NOTICE

[Pursuant to provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and circulars issued by Ministry of Corporate Affairs, Government of India]

Dear Members of Tilak Ventures Limited,

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) and other applicable provisions of the Act, rules, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), for the approval of the members of **Tilak Ventures Limited** (hereinafter referred to as “the Company”) through postal ballot by voting through electronic means (remote e-voting) on the Special Resolutions set out hereinafter.

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

The Board has appointed M/s. Nitesh Chaudhary & Associates, Practicing Company Secretaries (M. No. FCS 10010), as the Scrutinizer for conducting the postal ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 13, 2022 (“cut-off date”) received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The detailed instructions for evoting are given in the Notes under the section ‘Procedure for e-voting’.

The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through e-voting process shall be announced at the Registered Office of the Company, on or before June 18, 2022. The result along with the Scrutinizer’s report would be displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company’s securities are listed and displayed on the Company’s website <https://tilakfinance.wordpress.com/> along with the Scrutinizer’s report

RESOLUTIONS THROUGH POSTAL BALLOT

ITEM NO.: 1

ALTERATION IN ARTICLE OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to give assent/dissent to the following resolution, as a **Special Resolution**.

“**RESOLVED THAT** in accordance with the provisions of Sections 5 and 14 of the Companies Act, 2013 as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘Companies Act’) read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Section 14 of Companies Act, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, and such other rules and regulations, as may be applicable, and such other approvals, permission, consents as may be required, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by amending and substituting the following Article (32)(i) titled ‘**Calls on shares**’:

i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that the Board shall be at liberty to approve the call money as may deemed fit and at such time as may deemed fit.

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to any Director(s) or any Key Managerial Personnel of the Company.”

ITEM NO.:2

To Appoint of Mr. Pratham Jethliya (Din: 09600191) As An Independent Non Executive Director Of The Company.

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Pratham Jethliya (Din: 09600191)** who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from May 14th, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013 in the prescribed manner, be and is hereby appointed as an independent director for a term of five consecutive years effective from 14th May, 2022 up to 13th May, 2027 and shall not liable to retire by rotation.

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

**By order of the Board of Directors,
TILAK VENTURES LIMITED**

**Date: 14th May, 2022
Place: Mumbai**

**Sd/-
GIRRAJ KISHOR AGRAWAL
Director
DIN- 00290959**

NOTES

1. The business mentioned above requires the consent of the members of the Company through e-voting;
2. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto;
3. On account of the threat posed by COVID-19 pandemic situation and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, May 13, 2022 ('Cut-off Date') and who have registered their e-mail addresses in respect of electronic holdings with National Securities Depository Limited ('NSDL') or Central Depository Services (India) Limited ('CDSL') (hereinafter NSDL and CDSL are collectively referred to as '**Depositories**'). The physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified in the MCA Circulars. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. Members may download the Notice from the Company's website at tilakfin@gmail.com or from website of the NSDL at <https://www.evoting.nsdl.com>. A Copy of this Notice is also available on the website of Stock Exchanges at www.bseindia.com;

Members holding shares in physical form and also those members who have not yet registered their email addresses are requested to register the same for procuring user id and password. The shareholders whose email addresses are not registered with the Company/Registrar and Transfer Agents/Depositories Participants/Depositories, may request for registration of e-mail ids for remote e-voting for the resolutions.

4. The vote in this Postal Ballot cannot be exercised through proxy;
5. The voting rights of the Members shall be in proportion to their Equity Shares in the paid-up Equity Share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting;
6. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility ('**remote e-voting**') arranged by National Securities Depository Limited ('NSDL');
7. The remote e-voting shall commence on Wednesday, May 18, 2022 at 9:00 a.m. (Indian Standard Time) and ends on Thursday, June 16, 2022 at 5:00 p.m. (Indian Standard Time). During this period, Members of the Company holding the Equity Shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Resolution, if passed by the requisite majority through Postal Ballot (E-voting Only), will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, June 16, 2022;

All the relevant documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode until the last date for receipt of votes by remote e-voting. Members can inspect the same by writing an e-mail to the Company at tilakfin@gmail.com;

Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Davendra Kumar, Company Secretary cum Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with the remote e-voting for postal ballot;

8. The Board of Directors of the Company have appointed Mr. Nitesh Chaudhary, Proprietor of M/s Nitesh Chaudhary & Associates, Practicing Company Secretary bearing Membership Number F-10010 and Certificate of Practice Number No. 16275, as the Scrutinizer for conducting the postal ballot (remote e-voting) process in a fair and transparent manner. CS Nitesh Chaudhary, had given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority;

9. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorized by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Saturday, June 18, 2022. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final;
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://tilakfinance.wordpress.com/> and on the website of the NSDL at <https://www.evoting.nsdl.com> immediately after the result is declared by the Chairman or any other person authorized by the Board of Directors of the Company, and the same shall be communicated to Stock Exchanges, where the Equity Shares of the Company are listed. In the event that the lockdown on account of COVID-19 pandemic is eased off and the Company's offices are open for business, the Company will also display the results at its registered office;
11. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Davendra Kumar Company Secretary & Compliance Officer at: Email id: tilakfin@gmail.com, phone no.:-+ 91-9152096140 or to the Registrar and Transfer Agent, M/s Link Intime India Pvt Ltd., C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, Email Id: evoting@linkintime.co.in Contact No. 022 49186000.
12. Eligible shareholders who are willing to exercise their vote by using remote e-voting facility, should carefully follow the instructions for e-voting given as under.

Instructions for E-Voting:

The e-voting period commences on Wednesday, 18th May, 2022 at 9.00 a.m. (IST) and will end on Thursday, 16th June, 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, it will not be allowed to change it.

Instructions and other information relating to remote e-voting are as under:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

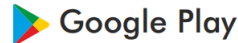
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

Personal 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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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/EasiRegistration>
- 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.

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 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 119859 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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 Sarita Mote (Assistant 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 tilakfin@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to tilakfin@gmail.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 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.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RULES RELATED THERETO)**

Item No: 1

To approve adoption of amended Articles of Association of the Company

The Board by way of Resolution passed in its meeting held on 14th May, 2022 has approved the adoption of the amended Article (32)(i) of Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

It is proposed to adopt the article contained in the amended Articles of Association in substitution of and to the entire exclusion of the Article (32) (i) contained in the existing Articles of Association of the Company.

Pursuant to provisions of Section 32 and other applicable provisions, if any, of the Companies Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association.

The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution as the Board is of the opinion that the Resolution stated in the accompanying Notice is in the best interest of the Company and its Members and, hence, recommends the Resolution for approval by the Members of the Company.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 2:

Appointment of Mr Pratham Jethliya (DIN: 09600191) as a Non Executive Independent Director of the Company

The Board Members of the Company in their meeting held on 14th May, 2022 approved the appointment of **Mr. Pratham Jethliya (DIN: 09600191)** as an Additional Independent Director of the Company w.e.f 14th May, 2022.

The Nomination and Remuneration Committee (“the Committee”) and the Board of the Company (“the Board”) are of the view that it would be appropriate that Mr. Pratham Jethliya continues to serve on the Board for a further period of five years. The Company has obtained consent and declaration of Independence from Mr. Pratham Jethliya to act as Independent Director for the a term of five (5) years from i.e. 14th May 2022 up to 13th May, 2022. Mr. Pratham Jethliya is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Pratham Jethliya in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

Mr. Pratham Jethliya may be deemed to be concerned or interested in this Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution. The Board recommends the Special Resolution as set out in Item No. 2 for the approval of the members.

**Date: 14th May, 2022
Place: Mumbai**

**By order of the Board of Directors,
TILAK VENTURES LIMITED
Sd/-
GIRRAJ KISHOR AGRAWAL
Director
DIN- 00290959**

Additional information on Independent Directors being appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, is as under:

Name of Director	Mr. Pratham Jethliya
DIN	09600191
Date of Birth	21/09/2000
Date of Appointment (initial)	14 th May, 2022
Qualifications	Graduate
Brief Profile	Mr. Pratham Jethliya is a Commerce Graduate and has Experience in Account, Taxation and Finance. Have also Engaged in Audit activities.
No. of Shares held in the Company	None
Relationships between Directors and Key Managerial Personnel inter-se	None
Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice	None
Position held in mandatory Committees of other companies.	None
Sitting fee to be payable	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.

**By order of the Board of Directors,
TILAK VENTURES LIMITED**

**Sd/-
GIRRAJ KISHOR AGRAWAL
Director
DIN- 00290959**

Date: 14th May, 2022

Place: Mumbai

**Registered Office:
E/109, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai City MH 400053**